

EXHIBIT 5

The text of the proposed rule change is below. Proposed new language is underlined; proposed deletions are in brackets.

NASDAQ Options Market Rules

* * * * *

Chapter X Discipline and Summary Suspensions

* * * * *

Sec. 7 Penalty for Minor Rule Violations

The following NOM rule and policy violations may be determined by Nasdaq Regulation to be minor in nature. If so, Nasdaq Regulation may, with respect to any such violation, proceed under the 9200 Series Rules of the Exchange and impose the fine set forth below. Nasdaq Regulation is not required to proceed under said Sections as to any rule violation and may, whenever such action is deemed appropriate, commence a disciplinary proceeding under the 9200 Series Rules of the Exchange as to any such violation. A subsequent violation is calculated on the basis of a rolling 24-month period ("Period").

(a) – (c) No change.

(d) LOPR Reporting and Position Limit Violations. Violations of Chapter III, Section 7-10 of these Rules regarding position limits and maintaining and furnishing reports related to applicable position limits for Options contracts.

<u>FINE SCHEDULE</u>	<u>LOPR Reporting</u>	<u>Position Limits</u>
<u>First Offense</u>	<u>\$1,000</u>	<u>\$500</u>
<u>Second Offense</u>	<u>\$2,500</u>	<u>\$1,000</u>
<u>Subsequent Offense</u>	<u>\$5,000</u>	<u>\$2,500</u>

(e) Expiring Exercise Declaration Rules. Violations of Chapter VIII, Sections 1-3 of these Rules regarding exercise of Options Contracts, allocation of exercise notices and delivery and payment of the underlying security.

<u>FINE SCHEDULE</u>	<u>Individual</u>	<u>Firm</u>
<u>First Offense</u>	<u>\$500</u>	<u>\$1,000</u>
<u>Second Offense</u>	<u>\$1,000</u>	<u>\$2,500</u>
<u>Subsequent Offense</u>	<u>\$2,500</u>	<u>\$5,000</u>

(f) Audit Trail Submissions and Record Keeping Requirements. Chapter V, Sections 7, regarding the submission of audit trail information; and Chapter IX, Sections 1-3 of these Rules regarding information to be recorded, retained and provided upon request by NASDAQ Regulation or other applicable regulatory entity.

<u>FINE SCHEDULE</u>	<u>Audit Trail Information</u>	<u>Records</u>
<u>Provisions</u>		
<u>First Offense</u>	<u>\$1,500</u>	<u>\$2,000</u>
<u>Second Offense</u>	<u>\$3,000</u>	<u>\$4,000</u>
<u>Subsequent Offense</u>	<u>\$5,000</u>	<u>\$5,000</u>

(g) Representation of Orders. Chapter VII, Section 12 of these Rules regarding Options Participants' restriction on execution of principal orders they represent as agent unless proper exposure parameters are applied.

<u>FINE SCHEDULE</u>	
<u>First Offense</u>	<u>\$1,000</u>
<u>Second Offense</u>	<u>\$2,500</u>
<u>Subsequent Offense</u>	<u>\$5,000</u>

(h) Trade Reporting. Chapter VI, Sections 14 and 15 of these Rules regarding all transactions effected on NOM shall be submitted for clearance to the Clearing

Corporation, the Options Participants' obligation to give up the name of the Clearing Participants and the prompt reporting of any change in this identity to NOM.

FINE SCHEDULE

First Offense \$1,500

Second Offense \$3,000

Subsequent Offense \$5,000

(i) *Locked and Cross Market Violations.* Chapter XII, Section 3 of these Rules (Locked and Crossed Markets) regarding procedures to be followed in the instance of a Locked or a Crossed Market.

FINE SCHEDULE

First Offense \$500

Second Offense \$1000

Subsequent Offense \$2,500

(j) *Trade-Through Violations.* Chapter XII, Section 2(a) of these Rules (Order Protection) regarding trade-throughs.

FINE SCHEDULE

First Offense \$500

Second Offense \$1,000

Subsequent Offense \$2,500

(k) *Failure to Timely File Amendments to Form U4, Form U5 and Form BD.* Any member and/or participant organization that is required to file Form U4, Form U5 or Form BD pursuant to Section 1031 of the NASDAQ Stock Market Rules and the Securities and Exchange Act of 1934, and the rules promulgated thereunder, is required to amend the applicable Form U4, Form U5 or Form BD to keep such forms current at all times. Members and/or participant organizations shall amend Form U4, Form U5 and Form BD not later than thirty (30) days after the filer knew of or should have known of the need for the amendment.

FINE SCHEDULE (Implemented on a running 12 month period)

First Offense \$500

Second Offense \$1,000

Subsequent Offense \$2,000

* * * * *