Exhibit 5

New text is underlined; deleted text is in brackets.

NASDAQ OMX PHLX LLC¹ PRICING SCHEDULE ALL BILLING DISPUTES MUST BE SUBMITTED TO THE EXCHANGE IN WRITING AND MUST BE ACCOMPANIED BY SUPPORTING DOCUMENTATION. ALL DISPUTES MUST BE SUBMITTED NO LATER THAN SIXTY (60) DAYS AFTER RECEIPT OF A BILLING INVOICE, EXCEPT FOR DISPUTES CONCERNING NASDAQ OMX PSX FEES, PROPRIETARY DATA FEED FEES AND CO-LOCATION SERVICES FEES. AS OF JANUARY 3, 2011, THE EXCHANGE WILL CALCULATE FEES ON A TRADE DATE BASIS.

¹PHLX[®] is a registered trademark of The NASDAQ OMX Group, Inc.

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B. Customer Rebate Program

The Customer Rebate Tiers described below will be calculated by totaling Customer volume in Multiply Listed Options (including SPY) that are electronically-delivered and executed, except volume associated with electronic QCC Orders, as defined in Exchange Rule 1080(o). Rebates will be paid on Customer Rebate Tiers according to the below categories. Members and member organizations under Common Ownership may aggregate their Customer volume for purposes of calculating the Customer Rebate Tiers and receiving rebates.

Percentage Thresholds of National Customer Volume in Multiply- Listed Equity and ETF Options Classes, excluding SPY Options (Monthly)	Category A	Category B	
0.00% - 0.[45] <u>60</u> %	\$0.00	\$0.00	
Above 0.[45] <u>60</u> % - 1.[00] <u>10</u> %	\$0.[11] <u>10*</u>	\$0.17 <u>*</u>	
Above 1.[00] <u>10</u> % - 1.60%	\$0.12*	\$0.17*	
Above 1.60% - 2.50%	\$0.16	\$0.19	
	Thresholds of National Customer Volume in Multiply- Listed Equity and ETF Options Classes, excluding SPY Options (Monthly) 0.00% - 0.[45]60% Above 0.[45]60% - 1.[00]10% Above 1.[00]10% - 1.60%	Thresholds of National Customer Volume in Multiply- Listed Equity and ETF Options Classes, excluding SPY Options (Monthly) 0.00% - 0.[45]60% \$0.00 Above 0.[45]60% - 1.[00]10% \$0.[11]10* Above 1.[00]10% - 1.60% \$0.12*	

Tier 5 Above 2.50% \$0.17 \$0.19

Category A: Rebate will be paid to members executing electronically-delivered Customer Simple Orders in Penny Pilot Options and Customer Simple Orders in Non-Penny Pilot Options in Section II symbols. Rebate will be paid on Customer PIXL Orders in Section II symbols that execute against non-Initiating Order interest. In the instance where member organizations qualify for Tier 4 or higher in the Customer Rebate Program, Customer PIXL Orders that execute against a PIXL Initiating Order will be paid a rebate of \$0.14 per contract.

Category B: Rebate will be paid to members executing electronically-delivered Customer Complex Orders in Penny Pilot Options and Non-Penny Pilot Options in Section II symbols. Rebate will be paid on Customer PIXL Complex Orders in Section II symbols that execute against non-Initiating Order interest. In the instance where member organizations qualify for Tier 4 or higher in the Customer Rebate Program, Customer Complex PIXL Orders that execute against a Complex PIXL Initiating Order will be paid a rebate of \$0.17 per contract.

*The Exchange will pay a \$0.02 per contract rebate in addition to the applicable Tier 2 and 3 rebate to a Specialist or Market Maker or its member or member organization affiliate under Common Ownership provided the Specialist or Market Maker has reached the Monthly Market Maker Cap, as defined in Section II.

* * * * *

Specialist and

Broker-Dealer

Firm

II. Multiply Listed Options Fees (Includes options overlying equities, ETFs, ETNs and indexes which are Multiply Listed⁹)

Customer Professional

	Customer 1 foressionar		Market M	rket Maker			riiii		
		Electronic	Floor	Electronic	Floor	Electronic	Floor	Electronic	Floor
Options Transaction Charge (Penny Pilot)	\$0.00	\$0.30 ¹³	\$0.25	\$0.22	\$0.30	\$0.45	\$0.25	\$0.45	\$0.25
Options Transaction Charge (non- Penny Pilot)	\$0.00	\$0.[60] <u>70¹⁴</u>	\$0.25	\$0.23	\$0.30	\$0.[60] <u>70¹⁵</u>	\$0.25	\$0.[60] <u>70¹⁵</u>	\$0.25
Options Surcharge in MNX and NDX	N/A	\$0.15	\$0.15	\$0.15	\$0.15	\$0.15	\$0.15	\$0.15	\$0.15
Options	N/A	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10

Surcharge in BKX

Cabinet Options \$0.00 N/A \$0.10 N/A \$0.10 N/A \$0.10 N/A \$0
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[•] These fees are per contract.

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⁹The following symbols will be assessed the fees in Section III for Singly Listed Options: SOX, HGX and OSX.

¹³ Electronic Complex Orders will be assessed \$0.30 per contract.

¹⁴ Any member or member organization under Common Ownership with another member or member organization that qualifies for Customer Rebate Tiers 2, 3, 4 or 5 in Section B of the Pricing Schedule will be assessed \$0.60 per contract, except that electronic Complex Orders will be assessed \$0.30 per contract, regardless of any Customer Rebate qualification.

¹⁵ Any member or member organization under Common Ownership with another member or member organization that qualifies for Customer Rebate Tiers 2, 3, 4 or 5 in Section B of the Pricing Schedule will be assessed \$0.60 per contract.