

OMB APPROVAL

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
Form 19b-4

File No. SR - 2007 - 152
Amendment No. 2

Proposed Rule Change by Chicago Board Options Exchange
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial <input type="checkbox"/>	Amendment <input checked="" type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) <input type="checkbox"/>	Section 19(b)(3)(A) <input checked="" type="checkbox"/>	Section 19(b)(3)(B) <input type="checkbox"/>
			Rule		
Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action <input type="checkbox"/>	Date Expires <input type="text"/>	<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
			<input checked="" type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 19b-4(f)(6)	

Exhibit A Sent As Paper Document



Exhibit D Sent As Paper Document

**Description**

Provide a brief description of the proposed rule change (limit 200 characters)

Contact Information

Provide the name, telephone number and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the proposed rule change.

First Name Last Name
Title
E-mail
Telephone Fax

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934,

I,

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized officer.

Date By

(Name)

(Title)

NOTE: Clicking the button at right will digitally sign and lock
this form. A digital signature is as legally binding as a physical
signature, and once signed, this form cannot be changed.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFS website.

Form 19b-4 Information

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The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

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Exhibit Sent As Paper Document

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Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit 3 - Form, Report, or Questionnaire

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Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit 4 - Marked Copies

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The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

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The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

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If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

PARTIAL AMENDMENT

Chicago Board Options Exchange, Incorporated ("CBOE" or "Exchange") hereby submits this Partial Amendment, constituting Amendment No. 2, to its rule filing SR-CBOE-2007-152 filed on December 21, 2007, in which the Exchange proposes to: (i) establish a Hybrid Agency Liaison ("HAL") "step-up" rebate, and (ii) pass through to members certain costs related to Intermarket Option Linkage ("Linkage") Principal ("P") orders. First, the Exchange proposes to revise Section 21 of the Fees Schedule to clarify that the Exchange will pass-through Linkage P order costs to the market participant that originated the order underlying the P order.¹ Second, the Exchange proposes a non-substantive, technical correction to Section 19 of the Fees Schedule, as reflected below.

Third, the Exchange proposes to add the following sentence at the end of the section entitled "HAL Step-Up Rebate" in both Item 3 of Form 19b-4 and Item II.A of Exhibit 1: "The Exchange believes the HAL rebate will allow market-makers to compete better for order flow in the penny pilot classes."

Lastly, the Exchange proposes to add the following sentence as a footnote to the second sentence in the second paragraph of the section entitled "Pass-Through of Linkage P Order Costs" in both Item 3 of Form 19b-4 and Item II.A of Exhibit 1: "The Exchange is expanding the application of the P order program due to the fact that HAL now processes market-maker orders in addition to broker-dealer orders."

With the exception of these changes, the rest of the proposed rule change, as contained in the original rule filing as amended by Amendment No. 1, remains unchanged.

(Underscoring indicates material to be added and [brackets] indicate deletions to the version of the rule submitted in SR-CBOE-2007-152. Only those fees that are affected are shown.)

**CHICAGO BOARD OPTIONS EXCHANGE, INCORPORATED
FEES SCHEDULE
JANUARY 1, 2008**

1. – 4. Unchanged.

Footnotes:

(1) – (17) Unchanged.

5. – 18. Unchanged.

19. Hybrid Agency Liaison ("HAL") Step-Up Rebate

The Exchange shall rebate to a market-maker \$.20 per contract against transaction fees generated from a transaction on the HAL system in a penny pilot class, provided that at least 80% of the market-maker's quotes in that class (excluding quotes in LEAPS series) in that same month were on one side of the NBBO. [Reserved.]

¹ The Exchange will bill the market participant's designated Clearing Member for these costs pursuant to CBOE Rule 3.23 (Integrated Billing System).

20. Unchanged.

21. **DPM LINKAGE FEES CREDIT**

PA Orders: Unchanged.

P Orders: CBOE will rebate DPM transaction fees generated from transactions against non-customer orders that underlie outbound principal (P) orders ("CBOE Transactions"). In addition, when DPMs incur fees to execute such P orders at other exchanges ("Away Transactions"), those DPMs will be credited an additional amount per contract to offset such fees. The amount of such credit will be a weighted average of the Linkage transaction fees assessed by other exchanges calculated based on outbound Linkage contract volume sent to each of the other exchanges. CBOE will also credit DPMs an additional amount per contract on both CBOE Transactions and Away Transactions to offset the Sales Value Fee and Options Clearing Corporation (OCC) and clearing firm fees incurred by DPMs on those transactions. The amount of such credit will be comprised of the Sales Value Fee assessed under Section 6 of this Fees Schedule, the OCC per contract fee applicable to market-makers and specialists set forth on the OCC Schedule of Fees and an estimated average clearing firm per contract fee. A DPM will be expected to reimburse the Exchange to the extent that the funds received by the DPM via this program exceed the DPM's actual costs incurred in executing CBOE Transactions and Away Transactions. The Exchange shall pass through the total amount of the credits above to the [member clearing firm] market participant that originated the order underlying the P order.

Remainder of Fees Schedule – Unchanged.