

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 19b-4

Proposed Rule Change
by

THE OPTIONS CLEARING CORPORATION

Pursuant to Rule 19b-4 under the
Securities Exchange Act of 1934

OFFICE OF THE SECRETARY

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Item 1. Text of the Proposed Rule Change

As described in Item 3 below, The Options Clearing Corporation (“OCC”) proposes to (i) reduce ancillary services fees charged to Tier I, II, and III clearing members, increase ancillary service fees charged to Tier IV clearing members, and reduce leased line charges for subscribing clearing members; and (ii) make certain conforming changes to two related Supplements to the Agreement for OCC Services.

Item 2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by the Board of Directors of OCC at a meeting held on March 2, 2006.

Questions regarding the proposed rule change should be addressed to Jean M. Cawley, First Vice President and Deputy General Counsel, at (312) 322-6269.

Item 3. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

The principal purpose of this rule change is to effect certain fee changes with respect to OCC’s ancillary services program.

In addition to clearing and settlement services, OCC provides its clearing members with a number of ancillary services, which range from on-line access to OCC systems to report and data distribution offerings. Hardware and communication lines support these ancillary service offerings. In August, 2002, OCC implemented a four-tiered fee structure for its

ancillary services with a different bundle of services offered at a fixed cost for each tier.¹ (See Release No. 34-46339, dated August 12, 2002).

In September, 2005, OCC's Board of Directors authorized a plan to eliminate the requirement that clearing members use OCC supplied equipment and dial-up interface system (the "ECMI platform") as the primary approved means to access ENCORE, OCC's clearing system, which is accessible via the Internet.² In connection with completing plan details, OCC reviewed its ancillary services program and determined to make certain fee adjustments.

Accordingly, effective April, 2006, OCC has reduced the fixed monthly ancillary fees charged to Tier I, II, and III clearing members by \$300.00/month and the cost of maintaining an additional clearing member number by \$100.00/month. These fee reductions reflect the elimination of the ECMI platform and are further intended to offset additional costs that will be incurred by clearing members in deploying the required back-up to Internet access. Ancillary service fees charged to Tier IV clearing members, however, have been increased by \$150.00/month to reflect the cost of supporting secure web-based access to the Hedge system by Tier IV clearing members. Web-based access has been provided to Tier IV clearing members since 2005, and the fee increase reflects OCC's cost in extending this service to these clearing members. Finally, OCC is reducing by \$1,000/month the fee charged to subscribing clearing members for OCC-provided leased lines (which provide for secure point-to-point communications) in order to pass on the lower line charges OCC has negotiated with its

¹ The ancillary services associated with each membership tier are described later in this filing.

telephony providers.³ The following charts summarize the ancillary services associated with each tier and the related fee changes:

TIER	ANCILLARY SERVICES	COST	
		Previous	April, 2006
I	For first clearing number: ENCORE and Hedge Access MyOCC Access Data Service (includes transmission to service bureau) Report Bundle Series File Adjusted Position File Open Interest File Prices File Special Settlement File Stock Loan File Monthly Reports on CD-ROM (2 copies) Leased line charges are additional	\$2,400/month	\$2,100/month
	For each additional clearing number: MyOCC Access Data Service Report Bundle Adjusted Position File Monthly Reports on CD-ROM (2 copies)	\$950/clearing number/month	\$850/clearing number/month
II	ENCORE and Hedge Access MyOCC Access Data Service Report Bundle Monthly Reports on CD-ROM (2 copies) Leased line charges are additional	\$1,950/month	\$1,650/month

² Clearing members will be required to use an OCC approved alternative to Internet access to ENCORE.

³ In addition, OCC is making conforming changes to the Supplement to the Agreement for OCC Services: Ancillary Services and the Supplement to the Agreement for OCC Services: Communication Options, which are attached hereto as Exhibit 5A and 5B, respectively. Material enclosed in brackets has been deleted, and material marked by underlining has been added. C/MACS references are eliminated because that system is no longer used. Likewise, 56.0 kb line references are eliminated as that is no longer a supported line speed.

TIER	ANCILLARY SERVICES	COST	
		Previous	April, 2006
III	ENCORE and Hedge Access MyOCC Access Monthly reports on CD-Rom (2 copies)	\$1,250/month	\$950/month
IV (Hedge only)	Hedge Access MyOCC Access	\$250/month	\$400/month

Monthly Leased Line Charges:

	Previous	April, 2006
T1 line to a Midwest clearing member	\$2,500	\$1,500
T1 line to an East Coast clearing member	\$3,500	\$2,500
T1 line to a West Coast clearing member	\$4,500	\$3,500

Attached, as Exhibit 5C, is OCC's Schedule of Fees as of April, 2006, which reflects the foregoing changes.

* * *

The proposed change is consistent with Section 17A of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), because it provides for a reasonable allocation of costs to provide ancillary services to clearing members. The proposed rule change is not inconsistent with the existing rules of OCC, including any other rules proposed to be amended.

Item 4. Self-Regulatory Organization's Statement on Burden on Competition

OCC does not believe that the proposed rule change would impose any burden on competition.

Item 5. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants or Others

Written comments were not and are not intended to be solicited with respect to the proposed rule change and none have been received.

Item 6. Extension of Time Period for Commission Action

OCC does not consent to an extension of the time period for Commission action on the proposed rule change.

Item 7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)

Pursuant to Section 19(b)(3)(A) and Rules 19(b)(f)(1) and 19(b)(f)(2) thereunder, the proposed rule change is filed for immediate effectiveness inasmuch as it involves changes that (i) constitute a stated policy, practice, or interpretation with respect to an existing rule and (ii) relate to a due, fee or other charge applicable only to a clearing member.

Item 8. Proposed Rule Change Based on Rule of Another Self-Regulatory Organization or of the Commission

Not applicable.

Item 9. Exhibits

Exhibit 1. Completed Notice of Proposed Rule Change for publication in the
Federal Register.

Exhibit 5A. Supplement to the Agreement for OCC Services: Ancillary Services

Exhibit 5B. Supplement to the Agreement for OCC Services: Communication

Options

Exhibit 5C: April, 2006 OCC Schedule of Fees

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, The Options Clearing Corporation has caused this filing to be signed on its behalf by the undersigned hereunto duly authorized.

THE OPTIONS CLEARING CORPORATION

By: _____
William H. Navin
Executive Vice President and
General Counsel