

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 checked="" type="checkbox"/>	Section 19(b)(3)(A) <input type="checkbox"/>	Section 19(b)(3)(B) <input type="checkbox"/>
Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action <input type="checkbox"/>	<input type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Description

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,

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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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 Sent As Paper Document

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 Sent As Paper Document

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.

Item 1. Text of Proposed Rule Change

(a) The Chicago Board Options Exchange, Incorporated (“CBOE” or “Exchange”) proposes to modify its margin requirements to facilitate, under certain circumstances, the ability of account holders to use vested and currently exercisable compensatory employee stock options (“Vested Employee Options”) issued by publicly traded companies as collateral for writing call options that have the same underlying security as the Vested Employee Options. Specifically, the proposal would allow account holders to sell, as a hedge, listed equity call options on the same underlying security as the account holder’s Vested Employee Options without the requirement of margin. The text of the proposed rule change is provided below (additions are underlined).

* * * * *

Chicago Board Options Exchange, Incorporated
Rules

* * * * *

Rule 12.3 – Margin Requirements

* * * * *

(c) Customer Margin Account – Exception.

* * * * *

(10) Vested Employee Options. No margin is required for a call option written on an equity security when an account holder possesses a “long” position in a vested employee stock option which can be immediately exercised without restriction (not including the payment of money) to purchase an equal or greater quantity of the security underlying the short call provided that:

(A) The vested employee stock option does not expire before the short call;

(B) The amount (if any) by which the exercise price of the vested employee stock option exceeds the exercise price of the short call is held in or deposited to the account; and

(C) The account holder, broker-dealer and issuer of the vested employee stock option complete such account documentation and comply with such terms and conditions proscribed by the Exchange in such form, format and procedures as may be established by the Exchange from time to time, including without limitation execution of an agreement by account holder, broker-dealer and issuer that requires:

(i) Account holder to pledge the vested employee stock options to broker-dealer (including any agreement that in the event account holder exercises any of the pledged vested employee stock options during the term of a transaction, the account holder will be required to pledge to

broker-dealer the shares issued upon exercise to replace the vested employee stock options that were pledged before exercise);

(ii) Account holder to provide broker-dealer with an irrevocable power-of-attorney authorizing broker-dealer to exercise the vested employee stock options on the account holder's behalf;

(iii) Issuer to promptly deliver the stock upon payment or receipt of the exercise notice from broker-dealer; and

(iv) Issuer to waive any transfer restrictions that would preclude a pledge of the vested employee stock options to broker-dealer. In addition, the issuer will represent that the vested employee options are covered by an effective registration statement on Form S-8. If the registration statement becomes ineffective the issuer will notify the broker-dealer immediately.

* * * * *

(b) Not applicable.

(c) Not applicable.

Item 2. Procedures of the Self-Regulatory Organization

(1) The proposed rule change was approved by the Exchange's Office of the Chairman pursuant to delegated authority on May 21, 2008. No further action is required.

(2) Questions and comments on the proposed rule change may be referred to Joanne Moffic-Silver, General Counsel, CBOE, 400 South LaSalle Street, Chicago, Illinois 60605; Telephone: (312) 786-7462; Fax: (312) 786-7919 or Jennifer Lamie at 312-786-7576.

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

(1) Purpose

Amendment No. 1 replaces the original filing in its entirety. The purpose of the amendment is to add a provision in the proposed rule text that would provide that an Issuer will maintain that the Vested Employee Options are covered by an effective registration statement on Form S-8. If the registration statement becomes ineffective the

Issuer will notify the broker-dealer immediately. In addition, Amendment No. 1 makes a corresponding update to this “purpose” section and shortens the discussion. Various other non-substantive changes are also being made to this “purpose” section to clarify the intent of the original proposal and make a typographical correction.

The Exchange proposes to amend its margin requirements to facilitate, under certain circumstances, the ability of account holders to use Vested Employee Options issued by publicly traded companies (“Issuers”) as collateral for writing call options that have the same underlying security as the Vested Employee Options. Specifically, the proposal would allow account holders to sell, as a hedge, listed equity call options on the same underlying security as the account holder’s Vested Employee Options without the requirement of margin (the “Transactions”).¹ The proposal would permit account holders to engage in the Transactions using their Vested Employee Options as collateral. Currently, such Transactions would be deemed “naked” for purposes of margin rules and subject to a deposit of cash margin, effectively making the strategies cost prohibitive and impractical. The Exchange believes that enabling employees who hold Vested Employee Options to generate income and liquidity on their otherwise illiquid asset through the listed options markets will benefit investors by providing greater transparency and liquidity.

Under Section 220.12(f)(1) of Regulation T,² the Exchange, as a registered national securities exchange, is permitted to recognize the type of transactions described below as eligible for margin treatment subject to the approval of the Commission.

¹ Absent relief from the Securities and Exchange Commission (“SEC” or “Commission”), broker-dealers would need to take a capital charge for the amount of unsecured margin debt.

² Section 220.12(f)(1) of Regulation T (12 CFR 220), Supplement: Margin Requirements, grants authority to registered national securities exchanges to promulgate rules relating to call and put margin requirements.

There appears to be precedent to create liquidity for holders of Vested Employee Options, as indicated by initiatives by Google Inc. (“Google”) and Credit Suisse First Boston (“CSFB”). Specifically, in the second quarter of 2007, Google implemented a program that enables certain employees to sell their Vested Employee Options to financial institutions that bid their Vested Employee Options through a competitive auction.³ Additionally, in March 2004, the SEC’s Division of Corporation Finance provided CSFB a no-action letter (the “CSFB No-Action Letter”)⁴ with respect to CSFB’s plan to enable persons subject to Section 16 of the Securities Exchange Act of 1934 (the “Act”), e.g., directors, officers and 10-percent shareholders (“Section 16 insiders”) with substantially in-the-money vested employee stock options to use over-the-counter derivatives to limit their exposure to fluctuations in the trading price of the underlying common stock. Under CSFB’s program, Section 16 insiders sell CSFB a call option and buy from CSFB a put option on common stock underlying their stock options. The exercise prices of the call and put options (together, a “collar”) are determined so as to provide the Section 16 insiders a measure of protection against a fall in the market value of the common stock during the collar’s term in return for diminishing the ability of the Section 16 insiders to profit from a strong performance for the common stock during such period.

Unlike Google’s program, which will generally truncate the remaining term of Google Vested Employee Options to two years upon their sale (resulting in holders forfeiting any time value of their Vested Employee Options beyond the two-year period), CBOE’s proposal would allow holders of Vested Employee Options to monetize the

³ See http://www.google.com/intl/en/press/pressrel/ir_20061212.html.

⁴ Credit Suisse First Boston, SEC No-Action Letter, 2004 WSB 0712200401 (March 18, 2004).

entire remaining time value of their Vested Employee Options because the term of the Vested Employee Options would be unaffected by the listed call option.

Unlike CSFB's program, CBOE's proposal would make it possible for not only Section 16 insiders (who would generally be able to meet existing listed option margin deposit requirements) but also "paper rich/cash poor" holders to monetize the value of their Vested Employee Options. Also, unlike CSFB's program, the proposal would permit account holders to sell call options against their Vested Employee Options in the listed options markets, which generally provide more liquidity and transparency than the over-the-counter markets.

Description of the Transactions

The proposal would permit account holders to sell listed call options on the same security that underlies their Vested Employee Options without the requirement of margin. Given the uncertificated nature of employee stock options, in order to secure the account holder's obligations under the Transactions, the proposal would require:

1. The account holder to (A) pledge the Vested Employee Options to the broker-dealer and (B) provide the broker-dealer with an irrevocable power-of-attorney authorizing the broker-dealer to exercise the Vested Employee Options on the account holder's behalf if the listed call options are assigned or if the broker-dealer determines it is necessary. The irrevocable power-of-attorney may also be used in the event the account holder wishes to close the listed option position prior to its expiration and instructs the broker-dealer to exercise that number of Vested Employee Options necessary to cover the cost of the closing purchase (the account holder will also have the option of depositing additional cash in the account holder's account to cover the cost of the closing purchase).

2. In the event the Vested Employee Options are exercised between the date of the Transaction in the listed call options (the "Commencement Date") and the date the Transaction is closed (the "Closing Date"), the shares issued upon exercise will be

pledged to the broker-dealer (thereby replacing the Vested Employee Options that had been pledged prior to exercise). For example, during the time a Transaction is pending, the account holder may resign from the account holder's employment with the Issuer and may be required to exercise the Vested Employee Options within a certain timeframe following the account holder's departure. In such a scenario, the account holder would ask the broker-dealer to exercise the Vested Employee Options and the stock issued pursuant to the exercise would be pledged to the broker-dealer.

3. The Issuer will promptly deliver the stock upon payment or receipt of the exercise notice from the broker-dealer.⁵ The Issuer will also agree prior to the Commencement Date to waive any forfeiture conditions that otherwise might apply to the Vested Employee Options (e.g., upon a termination of the account holder's employment with the Issuer) as well as any transfer restrictions that would preclude pledge of the Vested Employee Options to the broker-dealer. In addition, the Issuer will represent that the Vested Employee Options are covered by an effective registration statement on Form S-8. If the registration statement becomes ineffective the Issuer will notify the broker-dealer immediately.

4. Because it is essential that the account holder, broker-dealer and Issuer cooperate and are each fully informed, agree to and acknowledge their own and each other's responsibilities, all Transactions will be governed by an agreement (the "Agreement") entered into by the account holder, broker-dealer and Issuer prior to the Commencement Date of the first transaction. The Agreement would generally set forth each party's obligations, representations and acknowledgements and the terms and conditions governing the Transactions and must be in a form acceptable to the Exchange.⁶

⁵ The Exchange will proscribe a set delivery period, which is expected to be no later than three business days following assignment of the listed options.

⁶ In this regard, the Exchange currently intends to recognize the Master Vested

5. Such other terms and conditions prescribed by the Exchange in accordance with such form, formats and procedures as may be established by the Exchange from time to time would also apply. In this regard, upon approval of the proposed rule change and for a period of one year, the Exchange will require that, prior to the Commencement Date, a legal opinion with respect to the account holder's and Issuer's legal right to enter into the Transactions under the terms of the Issuer's employee stock option plan and related documents (the "Legal Opinion") be obtained in a form acceptable to the Exchange. During the one-year time period, the Exchange may determine that such Legal Opinion is no longer necessary and will revise its established forms, formats and procedures accordingly.

(2) Statutory Basis

The basis under the Act for this proposed rule change is found in Section 6(b)(5),⁷ in that the proposed rule change is designed to promote just and equitable principles of trade, remove impediments to and perfect the mechanisms of a free and open market and a national market system, and, in general, to protect investors and the public interest. By recognizing that margin should not be required for customers for the transactions contemplated by this proposed rule change, both investors and the listed equity options markets will benefit as a result of greater transparency and liquidity.

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

This proposed rule change does not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

Stock Option Monetization Agreement, created by iOptions Group, LLC, as one acceptable agreement.

⁷ 15 U.S.C. 78f(b)(5).

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

No written comments were solicited or received with respect to the proposed rule change.

Item 6. Extension of Time Period for Commission Action

The Exchange does not consent to an extension of the time period specified in Section 19(b)(2) of the Act⁸ for Commission consideration of 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)

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) The Exchange requests that the Commission approve the proposal on an accelerated basis as the proposed rule change is the same in all material respects to a pending proposal of the International Securities Exchange ("ISE"), SR-ISE-2007-121, and does not raise any novel issues as compared to the ISE proposal. The Exchange believes that this proposed rule change, which is essential for competitive purposes and to promote a free and open market for the benefit of investors, does not raise any new, unique or substantive issues from those raised in the ISE proposal and therefore requests that the proposed rule change be approved on an accelerated basis concurrent with the ISE proposal.

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

Not applicable.

⁸ 15 U.S.C. 78s(b)(2).

Item 9. Exhibits

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

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-CBOE-2008-55)

Dated: _____

Self-Regulatory Organizations; Chicago Board Options Exchange, Incorporated; Notice of Filing of a Proposed Rule Change Related to Margin Requirements

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that on _____, 2008, the Chicago Board Options Exchange, Incorporated (the “Exchange” or “CBOE”) filed with the Securities and Exchange Commission (the “Commission” or “SEC”) the proposed rule change as described in Items I, II, and III below, which Items have been substantially prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes to modify its margin requirements to facilitate, under certain circumstances, the ability of account holders to use vested and currently exercisable compensatory employee stock options (“Vested Employee Options”) issued by publicly traded companies as collateral for writing call options that have the same underlying security as the Vested Employee Options. Specifically, the proposal would allow account holders to sell, as a hedge, listed equity call options on the same underlying security as the account holder’s Vested Employee Options without the requirement of margin. The text of the

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

proposed rule change is available on the Exchange's website (<http://www.cboe.org/Legal>), at the Office of the Secretary, CBOE and at the Commission.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the self-regulatory organization included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of those statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant parts of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and the Statutory Basis for, the Proposed Rule Change

1. Purpose

Amendment No. 1 replaces the original filing in its entirety. The purpose of the amendment is to add a provision in the proposed rule text that would provide that an Issuer will maintain that the Vested Employee Options are covered by an effective registration statement on Form S-8. If the registration statement becomes ineffective the Issuer will notify the broker-dealer immediately. In addition, Amendment No. 1 makes a corresponding update to this "purpose" section and shortens the discussion. Various other non-substantive changes are also being made to this "purpose" section to clarify the intent of the original proposal and make a typographical correction.

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⁵ See http://www.google.com/intl/en/press/pressrel/ir_20061212.html.

“CSFB No-Action Letter”)⁶ with respect to CSFB’s plan to enable persons subject to Section 16 of the Act, e.g., directors, officers and 10-percent shareholders (“Section 16 insiders”) with substantially in-the-money vested employee stock options to use over-the-counter derivatives to limit their exposure to fluctuations in the trading price of the underlying common stock. Under CSFB’s program, Section 16 insiders sell CSFB a call option and buy from CSFB a put option on common stock underlying their stock options. The exercise prices of the call and put options (together, a “collar”) are determined so as to provide the Section 16 insiders a measure of protection against a fall in the market value of the common stock during the collar’s term in return for diminishing the ability of the Section 16 insiders to profit from a strong performance for the common stock during such period.

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2. In the event the Vested Employee Options are exercised between the date of the Transaction in the listed call options (the "Commencement Date") and the date the Transaction is closed (the "Closing Date"), the shares issued upon exercise will be pledged to the broker-dealer (thereby replacing the Vested Employee Options that had been pledged prior to exercise). For example, during the time a Transaction is pending, the account holder may resign from the account holder's employment with the Issuer and may be required to exercise the Vested Employee Options within a certain timeframe following the account

holder's departure. In such a scenario, the account holder would ask the broker-dealer to exercise the Vested Employee Options and the stock issued pursuant to the exercise would be pledged to the broker-dealer.

3. The Issuer will promptly deliver the stock upon payment or receipt of the exercise notice from the broker-dealer.⁷ The Issuer will also agree prior to the Commencement Date to waive any forfeiture conditions that otherwise might apply to the Vested Employee Options (e.g., upon a termination of the account holder's employment with the Issuer) as well as any transfer restrictions that would preclude pledge of the Vested Employee Options to the broker-dealer. In addition, the Issuer will represent that the Vested Employee Options are covered by an effective registration statement on Form S-8. If the registration statement becomes ineffective the Issuer will notify the broker-dealer immediately.

4. Because it is essential that the account holder, broker-dealer and Issuer cooperate and are each fully informed, agree to and acknowledge their own and each other's responsibilities, all Transactions will be governed by an agreement (the "Agreement") entered into by the account holder, broker-dealer and Issuer prior to the Commencement Date of the first transaction. The Agreement would generally set forth each party's obligations, representations and acknowledgements and the terms and conditions governing the Transactions and must be in a form acceptable to the Exchange.⁸

5. Such other terms and conditions prescribed by the Exchange in accordance with such form, formats and procedures as may be established by the Exchange from time to time

⁷ The Exchange will proscribe a set delivery period, which is expected to be no later than three business days following assignment of the listed options.

⁸ In this regard, the Exchange currently intends to recognize the Master Vested Stock Option Monetization Agreement created by iOptions Group, LLC, as one acceptable agreement.

would also apply. In this regard, upon approval of the proposed rule change and for a period of one year, the Exchange will require that, prior to the Commencement Date, a legal opinion with respect to the account holder's and Issuer's legal right to enter into the Transactions under the terms of the Issuer's employee stock option plan and related documents (the "Legal Opinion") be obtained in a form acceptable to the Exchange. During the one-year time period, the Exchange may determine that such Legal Opinion is no longer necessary and will revise its established forms, formats and procedures accordingly.

2. Statutory Basis

The basis under the Act for this proposed rule change is found in Section 6(b)(5),⁹ in that the proposed rule change is designed to promote just and equitable principles of trade, remove impediments to and perfect the mechanisms of a free and open market and a national market system, and, in general, to protect investors and the public interest. By recognizing that margin should not be required for customers for the transactions contemplated by this proposed rule change, both investors and the listed equity options markets will benefit as a result of greater transparency and liquidity.

B. Self-Regulatory Organization's Statement on Burden on Competition

CBOE does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act.

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

No written comments were solicited or received with respect to the proposed rule change.

⁹ 15 U.S.C. 78f(b)(5).

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

Within 35 days of the date of publication of this notice in the Federal Register or within such longer period (i) as the Commission may designate up to 90 days of such date if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the self-regulatory organization consents, the Commission will:

(A) By order approve such proposed rule change, or

(B) Institute proceedings to determine whether the proposed rule change should be disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>);
or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-CBOE-2008-55 on the subject line.

Paper comments:

- Send paper comments in triplicate to Elizabeth M. Murphy, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-CBOE-2008-55. This file number should be included on the subject line if e-mail is used. To help the Commission process and

review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for inspection and copying in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10:00 am and 3:00 pm. Copies of such filing also will be available for inspection and copying at the principal office of the CBOE. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-CBOE-2008-55 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁰

Dated: _____

Florence E. Harmon
Deputy Secretary

¹⁰ 17 CFR 200.30-3(a)(12).