

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 8	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4		File No.* SR - 2010 - * 12
Proposed Rule Change by Options Clearing Corporation Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934			
Initial * <input checked="" type="checkbox"/>	Amendment * <input 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"/>
Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>	Rule <input type="checkbox"/> 19b-4(f)(1) <input checked="" type="checkbox"/> 19b-4(f)(4) <input 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)
<input type="checkbox"/>		<input type="checkbox"/>	
Description Provide a brief description of the proposed rule change (limit 250 characters, required when Initial is checked *). <input type="text" value="The rule change modifies the term Government securities to exclude TIP STRIPS."/>			
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 * <input type="text" value="Jean"/> Last Name * <input type="text" value="Cawley"/> Title * <input type="text" value="SVP and Deputy General Counsel"/> E-mail * <input type="text" value="jcawley@theocc.com"/> Telephone * <input type="text" value="(312) 322-6269"/> Fax <input type="text" value="(312) 322-6280"/>			
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 <input type="text" value="07/29/2010"/> By <input type="text" value="Jean M. Cawley"/> <input type="text" value="SVP and Deputy General Counsel"/> (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. <input type="text" value="Jean Cawley, jcawley@theocc.com"/>			

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information (required)

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 (required)

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

Exhibit Sent As Paper Document

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

Exhibit Sent As Paper Document

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

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

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

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.

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

Item 1. Text of the Proposed Rule Change

The Options Clearing Corporation (“OCC” or the “Corporation”) proposes to amend its by-laws as set forth below. Material proposed to be added is marked by underlining.

THE OPTIONS CLEARING CORPORATION

BY-LAWS

ARTICLE I

SECTION 1. [no change]

A. – F. [no change]

G. (1) – (3) [no change]

Government Securities

(4) The term "Government securities" means securities issued or guaranteed by the United States or Canadian Government, or by any other foreign government acceptable to the Corporation, except Separate Trading of Registered Interest and Principal Securities issued on Treasury Inflation Protected Securities (commonly called TIP-STRIPS). The term "short-term Government securities" means Government securities maturing within one year. The term "long-term Government securities" means all other Government securities.

(5) [no change]

H. – Z. [no change]

* * *

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 May 25, 2010.

Questions regarding the proposed rule change should be addressed to Jean M. Cawley, Senior 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 purpose of this rule change is to exclude from the definition of Government securities Separate Trading of Registered Interest and Principal Securities ("STRIPS") on Treasury Inflation Protected Securities ("TIPS"), commonly known as TIP-STRIPS. The reason for the proposed exclusion is the absence of a liquid secondary market for TIP-STRIPS.

U.S. and Canadian Government securities are acceptable forms of collateral for margin and clearing fund purposes. OCC defines Government securities to be securities issued or guaranteed by the United States or Canadian Government or any other government acceptable to OCC. U.S. Government securities include bills, bonds, notes, TIPS and STRIPS. The U.S. Government does not issue STRIPS, but does guarantee their principal payments making them eligible as Government securities for purposes of OCC's by-laws and rules. The U.S. Government also does not issue TIP-STRIPS. Nonetheless, TIP-STRIPS come within OCC's definition of Government securities as their principal is guaranteed by the U.S. Government.

TIP-STRIPS were first issued in the late 1990's by an investment bank to meet the needs of certain clients and the securities are registered in the Federal Reserve Bank's book entry system. The securities have a de minimis circulation, and there currently is no active secondary market for them, resulting in a lack of price transparency and liquidity and no reliable means by which to determine their value. OCC's ability to liquidate this form of collateral in the event of a clearing member default could be severely compromised as a result of these factors.

Accordingly, OCC has concluded TIP-STRIPS should be excluded from the definition of Government securities. OCC is unaware of any instance in which a clearing member has pledged TIP-STRIPS to meet its margin or clearing fund obligation. Therefore, OCC believes excluding TIP-STRIPS from the definition of Government securities enhances the protection of OCC, clearing members and the investing public without imposing a burden on clearing members depositing Government securities to meet their margin and clearing fund obligations.

* * *

The proposed change is consistent with Section 17A of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), because it assures the safeguarding of securities and funds which are in OCC's custody and control and provides for the protection of investors and the public interest. The proposed change meets these objectives by making a security with de minimis circulation, liquidity and price transparency ineligible for deposit as a form of collateral. As OCC has not identified an instance in which a clearing member has deposited such security as collateral, the proposed change does not burden clearing members or adversely affect

their ability to meet their obligations to OCC. 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 Rule 19b-4(f)(4), the proposed rule change is filed for immediate effectiveness inasmuch as it affects a change in an existing service of a registered clearing agency that: (i) does not adversely affect the safeguarding of securities or funds in the custody or control of the clearing agency or for which it is responsible, and (ii) does not significantly

affect the respective rights or obligations of the clearing agency or the persons using the service. OCC is unaware of any instance in which clearing members have deposited TIP-STRIPS to meet their margin or clearing fund obligations. Therefore, the proposed change will not adversely affect securities within OCC's custody or control or for which it is responsible. For the same reason, it does not significantly affect the rights and obligations of OCC or its clearing members.

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

Not applicable.

Item 9. Exhibits

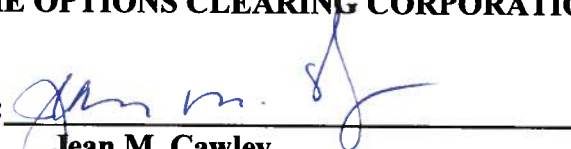
Exhibit 1. Completed Notice of Proposed Rule Change for publication in the Federal Register.

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:



Jean M. Cawley
Senior Vice President and
Deputy General Counsel

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34-_____ ; File No. SR-OCC-2010-12

SELF-REGULATORY ORGANIZATION

Proposed Rule Change By
The Options Clearing Corporation

Relating to the Definition of
Government Securities

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934, 15 U.S.C. 78s(b)(1), notice is hereby given that on _____, 2010, The Options Clearing Corporation ("OCC") filed with the Securities and Exchange Commission the proposed rule change as described in Items I, II and III below, which Items have been prepared by the self-regulatory organization. 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 the Substance of the Proposed Rule Change

The proposed rule change would exclude from the definition of Government securities Separate Trading of Registered Interest and Principal Securities ("STRIPS") on Treasury Inflation Protected Securities ("TIPS"), commonly known as TIP-STRIPS.

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 these statements may be examined at the places specified in Item IV below. The self-regulatory organization has prepared summaries, set forth in sections (A), (B), and (C) below, of the most significant aspects of such statements.

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

The purpose of this rule change is to exclude from the definition of Government securities Separate Trading of Registered Interest and Principal Securities (“STRIPS”) on Treasury Inflation Protected Securities (“TIPS”), commonly known as TIP-STRIPS. The reason for the proposed exclusion is the absence of a liquid secondary market for TIP-STRIPS.

U.S. and Canadian Government securities are acceptable forms of collateral for margin and clearing fund purposes. OCC defines Government securities to be securities issued or guaranteed by the United States or Canadian Government or any other government acceptable to OCC. U.S. Government securities include bills, bonds, notes, TIPS and STRIPS. The U.S. Government does not issue STRIPS, but does guarantee their principal payments making them eligible as Government securities for purposes of OCC’s by-laws and rules. The U.S. Government also does not issue TIP-STRIPS. Nonetheless, TIP-STRIPS come within OCC’s definition of Government securities as their principal is guaranteed by the U.S. Government.

TIP-STRIPS were first issued in the late 1990's by an investment bank to meet the needs of certain clients and the securities are registered in the Federal Reserve Bank's book entry system. The securities have a de minimis circulation, and there currently is no active secondary market for them, resulting in a lack of price transparency and liquidity and no reliable means by which to determine their value. OCC's ability to liquidate this form of collateral in the event of a clearing member default could be severely compromised as a result of these factors. Accordingly, OCC has concluded TIP-STRIPS should be excluded from the definition of Government securities. OCC is unaware of any instance in which a clearing member has pledged TIP-STRIPS to meet its margin or clearing fund obligation. Therefore, OCC believes excluding TIP-STRIPS from the definition of Government securities enhances the protection of OCC, clearing members and the investing public without imposing a burden on clearing members depositing Government securities to meet their margin and clearing fund obligations.

* * *

The proposed change is consistent with Section 17A of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), because it assures the safeguarding of securities and funds which are in OCC's custody and control and provides for the protection of investors and the public interest. The proposed change meets these objectives by making a security with de minimis circulation, liquidity and price transparency ineligible for deposit as a form of collateral. As OCC has not identified an instance in which a clearing member has deposited such security as collateral, the proposed change does not burden clearing members or adversely affect their ability to meet their obligations to OCC. The proposed rule change is not inconsistent with the existing rules of OCC, including any other rules proposed to be amended.

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

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

C. 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.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act and paragraph (f) of Rule 19b-4 thereunder. At any time within 60 days of the filing of the proposed rule change, the Commission may summarily abrogate such rule if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

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-OCC-2010-12 on the subject line.

Paper Comments:

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

All submissions should refer to File Number SR-OCC-2010-12. 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 Section, 100F Fifth Street, N.E., Washington, D.C. 20549-1090. Copies of such filing will also be available for inspection and copying at the principal office of the above-mentioned self-regulatory organization. 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-OCC-2010-12 in the caption above and should be submitted on or before [insert date 21 days from publication in the Federal Register.] _____.

For the Commission by the Division of Market Regulation, pursuant to delegated authority.

Secretary

Dated: _____