

December 5, 2012

VIA E-MAIL

Ms. Sauntia Warfield
Office of the Secretariat
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street, N.W.
Washington, D.C. 20581

RE: **Modifications to the Livestock Option Market Making Program on Globex®
CME Submission No. 12-434**

Dear Ms. Warfield:

Chicago Mercantile Exchange Inc. ("CME" or the "Exchange") hereby notifies the Commodity Futures Trading Commission ("Commission") of modifications to the Livestock Option Market Making Program on Globex® ("Program"). The proposed modifications to the Program will become effective on January 2, 2013.

Exhibit 1 sets forth the terms of this Program. The modifications appear below, with additions underscored and deletions ~~overstruck~~.

CME business staff responsible for the Program and the CME legal department collectively reviewed the designated contract market core principles ("Core Principles") as set forth in the Commodities Exchange Act ("CEA"). During the review, CME staff identified the following Core Principles as potentially being impacted; Prevention of Market Disruption, Execution of Transactions, Protection of Market Participants, Compliance with Rules and Recordkeeping.

The Program and proposed modifications will not impact the Exchange's ability to perform its trade practice and market surveillance obligations under the CEA and the Exchange's market regulation staff will continue to monitor trading in the Program's products to prevent manipulative trading and market abuse. Additionally, the Exchange has implemented systems to track Program participants' obligations to ensure proper distribution of earned incentives. The incentives in the Program do not impact the Exchange's order execution. Participants in the Program will be selected by Exchange staff using criteria as further stated in Exhibit 1. Chapter 4 of the CME rules includes prohibitions against fraudulent, non-competitive, unfair or abusive practices. All participants must execute a contractual agreement with the Exchange in which each participant will expressly agree to comply with and be subject to, applicable regulations and CME rules. The Program is subject to the Exchange's record retention policies which comply with the CEA.

CME certifies that the Program and the modifications to the Program comply with the CEA and the regulations thereunder. There were no substantive opposing views to this Program or the proposed modifications.

The Exchange certifies that this submission has been concurrently posted on the Exchange's website at <http://www.cmegroup.com/market-regulation/rule-filings.html>

If you require any additional information regarding this submission, please contact Robert Lev at 312-930-3019 or via e-mail at robert.lev@cmegroup.com, or contact me at 212-299-2200. Please reference our CME Submission No. 12-434 in any related correspondence.

Sincerely,

/s/ Christopher Bowen
Managing Director, Chief Regulatory Counsel

Attachment

EXHIBIT 1

Livestock Option Market Making Program on Globex®

Program Purpose

The purpose of this Program is to incent market makers to enhance liquidity in the products listed below. The resulting increase in central limit order book liquidity for certain Livestock Options on the CME Globex® platform benefits all participants segments in the market.

Product Scope

The following CME Livestock Options products available for trading on the Globex® Platform ("Products"):

Live Cattle Options
Lean Hogs Options
Feeder Cattle Options

Eligible Participants

Up to ~~six (6)~~ ten (10) participants may be selected into the Program. Participants can be CME members or non-members. Potential participants are required to submit an application/bid sheet to the Exchange which is used to determine eligibility. CME staff will use a variety of factors in determining whether or not a prospective market maker is selected to participate in the Program, including the prospective participants overall historical performance and experience acting as a market maker in other CME programs and the ability to commit to and maintain at least the required quoting obligations. Notwithstanding the forgoing, CME may, from time to time, add to or subtract from the factors listed above as it deems necessary.

Program Term

Start date is December 2006. End date is ~~December 31, 2012~~ December 31, 2013.

Hours

Regular Trading Hours ("RTH")

Obligations

Quoting Requirements:

~~Market maker will be required to provide two-sided electronic markets in at least two (2) of the three (3) livestock options for a minimum of 3 front month contracts and the corresponding weekly option (if listed) with contracted bid/ask spreads and minimum quote size during RTH.~~

For each respective Product, participants performance will be ranked quarterly based on (i) trading, market coverage, quoting efficiency and market quality provided in the first three outright contract months, (i) responses to request-for-quotes and (iii) average daily volume.

Program Incentives

~~Upon satisfying all Program obligations, as determined by the Exchange, each Program participant shall be eligible for the following incentive:~~

Each quarter, participants that rank in the top six (6) of all participants in a respective Product, based on the ranking criteria set forth above, will receive electronic exchange fee waivers for all trades made during the respective quarter in the applicable Product.

~~Fee Waivers. CME shall waive all of market maker's CME Globex® execution fees for the Products traded through the designated market making account.~~

Monitoring and Termination of Status

The Exchange shall monitor trading activity and participants' performance and shall retain the right to revoke Program participant status if it concludes from review that a Program participant no longer meets the eligibility requirements or fails to meet the obligations of the Program.