

Ewing Anna M  
Form 4  
July 05, 2012

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ewing Anna M

2. Issuer Name **and** Ticker or Trading  
Symbol  
NASDAQ OMX GROUP, INC.  
[NDAQ]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
  
ONE LIBERTY PLAZA  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/02/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)  
Executive Vice President

NEW YORK, NY 10006

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)             | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                                   |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock, par<br>value \$0.01<br>per share | 07/02/2012                              |                                                             | F                                    |                                                                         | 48,532                                                                                                             | D                                                                    | \$<br>22.89                                                       |
|                                                   |                                         |                                                             |                                      |                                                                         | 293,853                                                                                                            | (1)                                                                  | D                                                                 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     | 8. Pri<br>Deriv<br>Secu<br>(Instr |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|-----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |                                   |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 7.35                                                               |                                         |                                                             |                                         |                                                                                                                       | <u>(2)</u>                                                     | 11/15/2014         | Common<br>Stock                                                     | 20,063                              |                                   |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 19.75                                                              |                                         |                                                             |                                         |                                                                                                                       | <u>(3)</u>                                                     | 03/04/2020         | Common<br>Stock                                                     | 34,664                              |                                   |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 25.07                                                              |                                         |                                                             |                                         |                                                                                                                       | <u>(4)</u>                                                     | 12/17/2018         | Common<br>Stock                                                     | 45,528                              |                                   |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 25.28                                                              |                                         |                                                             |                                         |                                                                                                                       | <u>(5)</u>                                                     | 03/28/2021         | Common<br>Stock                                                     | 39,661                              |                                   |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 35.92                                                              |                                         |                                                             |                                         |                                                                                                                       | <u>(6)</u>                                                     | 12/13/2016         | Common<br>Stock                                                     | 32,558                              |                                   |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 45.38                                                              |                                         |                                                             |                                         |                                                                                                                       | <u>(7)</u>                                                     | 12/12/2017         | Common<br>Stock                                                     | 22,564                              |                                   |

# Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                          |       |
|---------------------------------------------------------|---------------|-----------|--------------------------|-------|
|                                                         | Director      | 10% Owner | Officer                  | Other |
| Ewing Anna M<br>ONE LIBERTY PLAZA<br>NEW YORK, NY 10006 |               |           | Executive Vice President |       |

## Signatures

/s/ Edward S. Knight, by power of attorney

07/05/2012

\_\_\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).  
Represents (i) 7,000 shares of common stock acquired upon exercise of vested stock options, (ii) 135,403 vested shares of restricted stock, (iii) 135,497 shares underlying PSUs, of which 17,198 shares are vested and (iv) 15,953 shares purchased under the Employee Stock Purchase Plan.
- (1) Options exercisable.
- (2) Options exercisable on March 4, 2014.
- (3) Options exercisable on December 17, 2012.
- (4) Options exercisable on March 28, 2014.
- (5) Options exercisable.
- (6) Options exercisable.
- (7) Options exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.