

FRIEDMAN ADENA T  
Form 4  
March 08, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FRIEDMAN ADENA T

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)  
03/04/2010

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

NEW YORK, NY 10006  
  
(City) (State) (Zip)

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

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

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

| 1. Title of Security (Instr. 3)          | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, par value \$0.01 per share |                                      |  |                                | (A) or (D) Price  | 232,706 <sup>(1)</sup>  | 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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Employee Stock Option (Right to Buy)       | \$ 19.75   | 03/04/2010                           |  | A                              | 34,664  | <u>(2)</u>   | 03/04/2020  | Common Stock | 34,664                     |
| Employee Stock Option (Right to Buy)       | \$ 7.35  |                                      |  |                                |   | <u>(3)</u>   | 11/15/2014  | Common Stock | 195,000                    |
| Employee Stock Option (Right to Buy)       | \$ 9.15  |                                      |  |                                |   | <u>(4)</u>   | 02/18/2014  | Common Stock | 100,000                    |
| Employee Stock Option (Right to Buy)       | \$ 25.07   |                                      |  |                                |   | <u>(5)</u>   | 12/17/2018  | Common Stock | 60,704                     |
| Employee Stock Option (Right to Buy)       | \$ 35.92   |                                      |  |                                |   | <u>(6)</u>   | 12/13/2016  | Common Stock | 32,558                     |
| Employee Stock Option (Right to Buy)       | \$ 45.38   |                                      |  |                                |   | <u>(7)</u>   | 12/12/2017  | Common Stock | 30,085                     |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director   10% Owner   Officer   Other

FRIEDMAN ADENA T  
ONE LIBERTY PLAZA  
NEW YORK, NY 10006

Executive Vice President

## Signatures

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

03/08/2010

\_\_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) 19,000 shares of common stock acquired upon exercise of vested options, (ii) 167,661 shares or units of restricted stock, of  
(1) which 12,226 are vested, (iii) 46,044 unvested shares underlying PSUs and (iv) 1 share purchased under the Employee Stock Purchase Plan
- (2) Options exercisable on March 4, 2014, subject to accelerated vesting on March 4, 2013, or extension of vesting until March 4, 2015, depending on the achievement of performance goals.
- (3) Represents exercisable options.
- (4) Represents exercisable options.
- (5) Options exercisable on December 17, 2012.
- (6) Options vested as to 50%. Remaining 50% exercisable on December 13, 2010.
- (7) Options exercisable on December 12, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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