

NASDAQ OMX GROUP, INC.

Form 4

June 05, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
KNIGHT EDWARD S

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)

3. Date of Earliest Transaction (Month/Day/Year)
06/03/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Executive Vice President

ONE LIBERTY PLAZA

(Street)

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

NEW YORK, NY 10006

(City) (State) (Zip)

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)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock, par value \$0.01 per share	06/03/2013		M ⁽¹⁾		67,960	A	\$ 7.35 217,604	D
Common Stock, par value \$0.01 per share	06/03/2013		S		67,960	D	\$ 31.13 149,644	D
Common Stock, par	06/04/2013		M		32,040	A	\$ 7.35 181,684	D

value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

06/04/2013	S	32,040	D	\$	31.09	149,644 ⁽⁴⁾	D
					<u>(3)</u>		

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

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SEC 1474
(9-02)

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)	\$ 7.35	06/03/2013		M	67,960	<u>(5)</u> 11/15/2014	Common Stock 67,960
Employee Stock Option (Right to Buy)	\$ 7.35	06/04/2013		M	32,040	<u>(5)</u> 11/15/2014	Common Stock 32,040
Employee Stock Option (Right to Buy)	\$ 19.75					<u>(6)</u> 03/04/2020	Common Stock 22,059
Employee Stock Option (Right to Buy)	\$ 25.07					<u>(7)</u> 12/17/2018	Common Stock 39,458

Buy)

Employee
StockOption \$ 25.28
(Right to
Buy)(8)

03/28/2021

Common
Stock

25,496

Employee
StockOption \$ 35.92
(Right to
Buy)(9)

12/13/2016

Common
Stock

28,801

Employee
StockOption \$ 45.38
(Right to
Buy)(10)

12/12/2017

Common
Stock

19,555

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KNIGHT EDWARD S ONE LIBERTY PLAZA NEW YORK, NY 10006			Executive Vice President	

Signatures

/s/ Edward S.
Knight

06/05/2013

**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).

(1) The exercises and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

(2) The price reported in this box is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.06 to \$31.35, inclusive. The reporting person undertakes to provide to The NASDAQ OMX Group, Inc., any security holder of The NASDAQ OMX Group, Inc. or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2) to this Form 4.

(3) The price reported in this box is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.06 to \$31.17, inclusive. The reporting person undertakes to provide to The NASDAQ OMX Group, Inc., any security holder of The NASDAQ OMX Group, Inc. or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3) to this Form 4.

(4) Represents (i) 7,878 shares of common stock acquired upon exercise of vested stock options, (ii) 50,255 vested shares of restricted stock, (iii) 74,211 shares underlying PSUs, of which 34,008 shares are vested and (iv) 17,300 shares purchased under the Employee Stock Purchase Plan.

(5) Options vested as to 100%.

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- (6) Options exercisable on March 4, 2014.
- (7) Options vested as to 100%.
- (8) Options exercisable on March 28, 2014.
- (9) Options vested as to 100%.
- (10) Options vested as to 100%.

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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