

NASDAQ OMX GROUP, INC.
 Form 4
 February 25, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
GREIFELD ROBERT

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)
02/21/2014

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share	02/21/2014		A ⁽¹⁾		57,500	A	\$ 0
Common Stock, par value \$0.01 per share	02/21/2014		F ⁽²⁾		25,834	D	\$ 38.93
							970,947
							945,113 ⁽³⁾

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

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goals during a three-year performance period from January 1, 2011 through December 31, 2013. On February 21, 2014, NASDAQ OMX's Board of Directors approved the settlement of the PSU grant. The shares underlying the PSUs vested on December 31, 2013.

- (2) Represents the surrender of shares to pay withholding taxes in connection with the settlement of PSUs, as described above.
- (3) Represents (i) 500,000 shares of common stock acquired upon exercise of vested stock options, (ii) 209,383 vested shares of restricted stock and (iii) 235,730 vested shares underlying PSUs.
- (4) Options exercisable as to 100%.
- (5) Options exercisable as to 100%.

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