

AUST BRUCE

Form 4

February 03, 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
AUST BRUCE

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)  
02/01/2012

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify 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 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 (A) or (D)	Price	
Common Stock, par value \$0.01 per share	02/01/2012		M		5,000	A \$ 7.35	122,324 D
Common Stock, par value \$0.01 per share	02/01/2012		S <sup>(1)</sup>		5,000	D \$ 25	117,324 <sup>(2)</sup> D

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

**Persons who respond to the collection of  
information contained in this form are not**

SEC 1474  
(9-02)

required to respond unless the form  
displays a currently valid OMB control  
number.

**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	02/01/2012		M	5,000	<u>(3)</u>	11/15/2014	Common Stock	5,000
Employee Stock Option (Right to Buy)	\$ 9.15					<u>(4)</u>	02/18/2014	Common Stock	90,000
Employee Stock Option (Right to Buy)	\$ 19.75					<u>(5)</u>	03/04/2020	Common Stock	25,210
Employee Stock Option (Right to Buy)	\$ 25.07					<u>(6)</u>	12/17/2018	Common Stock	45,528
Employee Stock Option (Right to Buy)	\$ 25.28					<u>(7)</u>	03/28/2021	Common Stock	25,496
Employee Stock Option (Right to Buy)	\$ 35.92					<u>(8)</u>	12/13/2016	Common Stock	32,558

Employee

Stock

Option \$ 45.38

(Right to

Buy)

(9)

12/12/2017

Common  
Stock

22,564

## Reporting Owners

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

## Signatures

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

02/03/2012

\_\_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).

(1) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 15, 2011 to be effective on March 1, 2011.

Represents (i) 7,000 shares of common stock acquired upon exercise of vested stock options, (ii) 49,852 shares or units of restricted stock, (2) of which 14,852 are vested, (iii) 55,287 shares underlying PSUs, of which 11,545 shares are vested and (iv) 5,185 shares purchased under the Employee Stock Purchase Plan.

(3) Options exercisable.

(4) Options exercisable.

(5) Options exercisable on March 4, 2014.

(6) Options exercisable on December 17, 2012.

(7) Options exercisable on March 28, 2015, subject to accelerated vesting on March 28, 2014, or extension of vesting until March 28, 2016, depending on the achievement of performance goals.

(8) Options exercisable.

(9) 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.