STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

NASDAQ OMX GROUP, INC.

Form 4

November 15, 2013

### FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

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

may continue. See Instruction

1(b).

Form 5

obligations

(Print or Type Responses)

1. Name and Addre AUST BRUCE	•	ng Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			NASDAQ OMX GROUP, INC. [NDAQ]	(Check all applicable)			
(Last) ONE LIBERTY	(First)  Y PLAZA	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/13/2013	Director 10% Owner Officer (give title Other (specify below)  Executive Vice President			
	(Street)		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			
NEW YORK, NY 10006				Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Table	I - Non-D	erivative	Secur	ities Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquir (A) or Disposed of (Instr. 3, 4 and 5)		d of (D)	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)
Common			Code V	Amount	(D)	Price	(msu. 3 and 4)		
Stock, par value \$0.01 per share	11/13/2013		M	7,500	A	\$ 9.15	122,251	D	
Common Stock, par value \$0.01 per share	11/13/2013		S <u>(1)</u>	7,500	D	\$ 35.67 (2)	114,751 (3)	D	

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

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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. Transacti Code (Instr. 8)			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)	\$ 9.15	11/13/2013		M		7,500	<u>(4)</u>	02/18/2014	Common Stock	7,500
Employee Stock Option (Right to Buy)	\$ 7.35						<u>(5)</u>	11/15/2014	Common Stock	120,000
Employee Stock Option (Right to Buy)	\$ 19.75						<u>(6)</u>	03/04/2020	Common Stock	25,210
Employee Stock Option (Right to Buy)	\$ 25.07						<u>(7)</u>	12/17/2018	Common Stock	45,528
Employee Stock Option (Right to Buy)	\$ 25.28						<u>(8)</u>	03/28/2021	Common Stock	25,496
Employee Stock Option (Right to Buy)	\$ 35.92						<u>(9)</u>	12/13/2016	Common Stock	32,558

22,564

Employee Stock

Option \$ 45.38 \(\frac{(10)}{2}\) 12/12/2017 \(\frac{Common}{Stock}\)

(Right to Buy)

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

**AUST BRUCE** 

ONE LIBERTY PLAZA Executive Vice President

NEW YORK, NY 10006

# **Signatures**

/s/ Edward S. Knight, by power of attorney 11/15/2013

\*\*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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 13, 2012.
- The price reported in this box is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.55 to \$35.70, 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) Represents (i) 32,274 vested shares of restricted stock, (ii) 76,290 shares underlying PSUs, of which 37,006 shares are vested and (iii) 6,187 shares purchased under the Employee Stock Purchase Plan.
- (4) Options exercisable.
- (5) Options exercisable.
- (6) Options exercisable on March 4, 2014.
- (7) Options exercisable.
- (8) Options exercisable on March 28, 2014.
- (9) Options exercisable.
- (10) 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.

Reporting Owners 3