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NASDAQ OMX GROUP, INC. Form 4 September 09, 2014 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Wittman Thomas A Issuer Symbol NASDAQ OMX GROUP, INC. (Check all applicable) [NDAQ] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) ONE LIBERTY PLAZA 09/05/2014 Executive Vice President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10006 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of 6. Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) Owned (Instr. 8) (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common Stock, par 09/05/2014 Μ 4.662 51,961 D Α value \$0.01 per share Common Stock, par 09/05/2014 Μ 4.924 Α 56.885 D 25.07value \$0.01 per share Common Stock, par D 09/05/2014 Μ 3,782 А 60,667 25.75 value \$0.01 per share

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Common Stock, par value \$0.01 per share 09/05/2014	S	13,368	D	\$ 43.05 (1)	47,299	D
Common Stock, par value \$0.01 per share 09/05/2014	S	222	D	\$ 43	47,077 <u>(2)</u>	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 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. Transactic 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	09/05/2014		М	4,662	(3)	03/04/2020	Common Stock	4,662
Employee Stock Option (Right to Buy)	\$ 25.07	09/05/2014		М	4,924	(3)	12/17/2018	Common Stock	4,924
Employee Stock Option (Right to Buy)	\$ 25.75	09/05/2014		М	3,782	(3)	08/04/2018	Common Stock	3,782
Employee Stock Option	\$ 25.28					<u>(3)</u>	03/28/2021	Common Stock	12,748

(Right to Buy)

Reporting Owners

Reporting Owner Name / Address

Relationships

Executive Vice President

Director 10% Owner Officer

Other

Wittman Thomas A ONE LIBERTY PLAZA NEW YORK, NY 10006

Signatures

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

09/09/2014 Date

<u>**</u>Signature of Reporting Person

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).

The price reported in this box is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.00

- (1) to \$43.14, 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 (1) to this Form 4.
- (2) Represents (i) 34,456 units of restricted stock, of which 25,497 are vested and (ii) 12,621 shares underlying PSUs, of which 4,316 are vested.
- (3) 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.