

GREIFELD ROBERT
Form 4
December 21, 2012

FORM 4

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

OMB APPROVAL

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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 *
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)
12/20/2012

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share	12/20/2012		M		75,000	A	\$ 5.28 748,055
Common Stock, par value \$0.01 per share	12/20/2012		M		125,000	A	\$ 6.3 873,055
Common Stock, par	12/20/2012		S ⁽¹⁾		198,900	D	\$ 25.93 674,155

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value						(2)	
\$0.01 per share							
Common Stock, par value	12/20/2012	S ⁽¹⁾	1,100	D	\$ 26.75	673,055	D
\$0.01 per share							
Common Stock, par value	12/21/2012	M	100,000	A	\$ 6.3	773,055	D
\$0.01 per share							
Common Stock, par value	12/21/2012	S ⁽¹⁾	100,000	D	\$ 25.44	673,055 ⁽⁴⁾	D
\$0.01 per share					⁽³⁾		

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.

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(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 Number Shares
Employee Stock Option (Right to Buy)	\$ 5.28	12/20/2012		M	75,000	⁽⁵⁾ 04/15/2013	Common Stock 75,000
Employee Stock Option (Right to Buy)	\$ 6.3	12/20/2012		M	125,000	⁽⁶⁾ 06/11/2013	Common Stock 125,000

Employee

Stock Option (Right to Buy)	\$ 6.3	12/21/2012	M	100,000	<u>(6)</u>	06/11/2013	Common Stock	100,000
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Employee

Stock Option (Right to Buy)	\$ 21.31				<u>(7)</u>	06/30/2019	Common Stock	900,000
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Employee

Stock Option (Right to Buy)	\$ 35.92				<u>(8)</u>	12/13/2016	Common Stock	960,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREIFELD ROBERT ONE LIBERTY PLAZA NEW YORK, NY 10006	X		CEO	

Signatures

/s/ Edward S. Knight, by power of attorney 12/24/2012

__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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 26, 2012.

The price reported in this box is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.71 to \$26.26, 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.
- (2) The price reported in this box is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.33 to \$25.84, 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.
- (3) Represents (i) 300,000 shares of common stock acquired upon exercise of vested stock options, (ii) 209,383 vested shares of restricted stock and (iii) 163,672 vested shares underlying PSUs.
- (4) Options exercisable as to 100%.
- (5) Options exercisable as to 100%.
- (6) Options exercisable as to 450,000 shares on each of December 31, 2011 and December 31, 2012.
- (7)

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(8) Options exercisable 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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