

GREIFELD ROBERT
Form 4
May 21, 2013

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)
05/17/2013

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

NEW YORK, NY 10006

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

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$0.01 per share	05/17/2013		M		312,000 A \$ 6.3	1,025,447	D
Common Stock, par value \$0.01 per share	05/17/2013		S		312,000 D \$ 31.02 (1)	713,447	D
Common Stock, par	05/20/2013		M		200,000 A \$ 6.3	913,447 (2)	D

value
\$0.01 per
share

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

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SEC 1474
(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)	\$ 6.3	05/17/2013		M	312,000	<u>(3)</u> 06/11/2013	06/11/2013	Common Stock	312,000
Employee Stock Option (Right to Buy)	\$ 6.3	05/20/2013		M	200,000	<u>(3)</u> 06/11/2013	06/11/2013	Common Stock	200,000
Employee Stock Option (Right to Buy)	\$ 21.31					<u>(4)</u> 06/30/2019	06/30/2019	Common Stock	900,000
Employee Stock Option (Right to Buy)	\$ 35.92					<u>(5)</u> 12/13/2016	12/13/2016	Common Stock	960,000

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

05/21/2013

__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).

- The price reported in this box is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.85 to \$31.31, 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.
- (1) 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) 204,064 vested shares underlying PSUs.
 - (3) Options exercisable as to 100%.
 - (4) Options exercisable as to 100%.
 - (5) 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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