

NASDAQ OMX GROUP, INC.

Form 4

October 15, 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 \*  
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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/14/2013

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

Executive Vice President

ONE LIBERTY PLAZA

(Street)

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

NEW YORK, NY 10006

(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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock, par value \$0.01 per share | 10/14/2013                           |  | M                              | 7,500   | A \$ 9.15   | 122,251  | D                                 |
| Common Stock, par value \$0.01 per share | 10/14/2013                           |  | S <sup>(1)</sup>               | 7,500   | D \$ 33.11  | 114,751 <sup>(3)</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)       | \$ 9.15  | 10/14/2013                           |  | 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                     |

