

GREIFELD ROBERT
Form 4
February 24, 2012

FORM 4

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

OMB APPROVAL

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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)
02/22/2012

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)
Common Stock, par value \$0.01 per share	02/22/2012		A	(A) 120,000 (1)	\$ 0 725,674	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	02/22/2012		F	52,619	\$ 26.22 673,055 (2)	D	Indirect Beneficial Ownership (Instr. 4)

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

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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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 5.28					<u>(3)</u> 04/15/2013	Common Stock	700,000
Employee Stock Option (Right to Buy)	\$ 6.3					<u>(4)</u> 06/11/2013	Common Stock	1,000,000
Employee Stock Option (Right to Buy)	\$ 21.31					<u>(5)</u> 06/30/2019	Common Stock	900,000
Employee Stock Option (Right to Buy)	\$ 35.92					<u>(6)</u> 12/13/2016	Common Stock	960,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREIFELD ROBERT ONE LIBERTY PLAZA	X		CEO	

NEW YORK, NY 10006

Signatures

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

02/24/2012

__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).

- Represents the settlement of performance share units (PSUs) that were granted under The NASDAQ OMX Group, Inc. Equity Incentive Plan on March 23, 2009. The ultimate amount of shares to be received under the grant depended upon the achievement of performance goals during a three-year performance period from January 1, 2009 through December 31, 2011. On February 22, 2012, NASDAQ OMX's Board of Directors approved the settlement of the PSU grant. The shares underlying the PSUs vested on December 31, 2011.
- (1) 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.
 - (2) Options exercisable as to 100%.
 - (3) Options exercisable as to 100%.
 - (4) Options exercisable as to 100%.
 - (5) Options exercisable as to 450,000 shares on each of December 31, 2011 and December 31, 2012.
 - (6) Options exercisable as to 80,000 shares on December 13, 2007, 160,000 shares on December 13, 2008, 240,000 shares on December 13, 2009, 240,000 shares on December 13, 2010, 160,000 shares on December 13, 2011 and 80,000 shares on December 13, 2012.

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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