

NASDAQ STOCK MARKET INC

Form 3

June 04, 2007

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Å OMX AB

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/25/2007

3. Issuer Name and Ticker or Trading Symbol

NASDAQ STOCK MARKET INC [NDAQ]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
____X____ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

TULLVAKTSVAGEN 15

(Street)

STOCKHOLM, Å V7 Å 105 78

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

0

D

Å

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

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial Ownership
(Instr. 5)Date
ExercisableExpiration
Date

Title

Amount or
Number of

Shares

(I)
(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OMX AB TULLVAKTSVAGEN 15 STOCKHOLM, V7 105 78			X	

Signatures

/s/ Magnus

06/04/2007

Billing

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

^

Remarks:

On May 25, 2007, OMX AB ("OMX") and The Nasdaq Stock Market, Inc. (the "Issuer") entered into a Transaction Agreement (the "Transaction Agreement"). Pursuant to the terms and subject to the conditions set forth in the Transaction Agreement, the Issuer will make a cash and stock tender offer (the "Offer") to acquire all of OMX's outstanding shares. The consideration offered in the Offer is equivalent to 0.502 new shares of Common Stock of the Issuer plus SEK94.3 for each OMX share. The board of directors of each of OMX and the Issuer has approved the Transaction Agreement.

On May 25, 2007, OMX entered into three Voting Agreements (the "Voting Agreements") with certain holders of voting securities of the Issuer (the "Securityholders"). Approval of the Issuer's shareholders of the issuance of the new shares of Common Stock in connection with the Offer by the required vote under applicable law and NASDAQ exchange rules is a condition to completion of the Offer. OMX's purpose in entering into the Voting Agreements was to increase the likelihood that such condition is satisfied.

OMX does not have any pecuniary interest in the securities held by the Securityholders.

For more information about the Voting Agreements, including certain voting limitations arising from the Issuer's Restated Certificate of Incorporation, as amended, and other matters relating thereto, please see the Schedule 13D filed by OMX on June 4, 2007 relating to the Issuer's common stock.

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.