Ewing Anna M Form 4 January 03, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Ewing Anna M Issuer Symbol NASDAQ OMX GROUP, INC. (Check all applicable) [NDAQ] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) ONE LIBERTY PLAZA 12/31/2012 **Executive Vice President** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10006 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

						-	´ -		•
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3.	4. Securit			5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	(William Day/Tear)	· · · · · · · · · · · · · · · · · · ·	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial	
(IIISII. 3)		any		(Instr. 3, 4 and 5)			•		
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
							Reported	(Instr. 4)	
					(A)		Transaction(s)	,	
					or		` '		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common					` '				
Stock, par	12/31/2012		F ⁽¹⁾	20.002	D	\$	266 771 (2)	D	
value \$0.01	12/31/2012		<u> </u>	20,003	ט	24 99	266,771 (2)	D	
						21.00			
per share									

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

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Applicable Line)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

8. Pr Deriv Secu (Inst

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)	e, if TransactionNumber Code of		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)	\$ 19.75					(3)	03/04/2020	Common Stock	34,664
Employee Stock Option (Right to Buy)	\$ 25.07					<u>(4)</u>	12/17/2018	Common Stock	45,528
Employee Stock Option (Right to Buy)	\$ 25.28					(5)	03/28/2021	Common Stock	39,661
Employee Stock Option (Right to Buy)	\$ 35.92					<u>(6)</u>	12/13/2016	Common Stock	32,558
Employee Stock Option (Right to Buy)	\$ 45.38					<u>(7)</u>	12/12/2017	Common Stock	22,564

Reporting Owners

Reporting Owner Name / Address	Relationsnips				
	Director	10% Owner	Officer	Other	
			Executive Vice President		

Executive Vice President

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Ewing Anna M ONE LIBERTY PLAZA NEW YORK, NY 10006

Signatures

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

01/03/2013

**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).
- (1) The transactions reported on this Form 4 consist of surrenders of shares to pay withholding taxes in connection with vestings of equity previously granted under NASDAQ OMX's Equity Incentive Plan.
- Represents (i) 7,000 shares of common stock acquired upon exercise of vested stock options, (ii) 135,403 vested shares of restricted (2) stock, (iii) 107,414 shares underlying PSUs, of which 48,257 shares are vested and (iv) 16,954 shares purchased under the Employee Stock Purchase Plan.
- (3) Options exercisable on March 4, 2014.
- (4) Options exercisable.
- (5) Options exercisable on March 28, 2014.
- (6) Options exercisable.
- (7) Options exercisable.

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.

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