

NASDAQ OMX GROUP, INC.  
 Form 4  
 January 03, 2014

**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 \*  
**KNIGHT EDWARD S**

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)  
**12/31/2013**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Executive Vice President**

**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) |
|------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                          |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                   |
| Common Stock, par value \$0.01 per share | 12/31/2013                           |                                                    | F <sup>(1)</sup>               | 13,113 D                                                          | \$ 39.8                                                                                       | 117,390 <sup>(2)</sup>                                   | D                                 |

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

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SEC 1474 (9-02)

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**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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
| Employee Stock Option (Right to Buy)       | \$ 19.75                                               |                                      |                                                    |                                |                                                                                         | (3) 03/04/2020                                           | Common Stock 22,059                                           |                                                             |
| Employee Stock Option (Right to Buy)       | \$ 25.07                                               |                                      |                                                    |                                |                                                                                         | (4) 12/17/2018                                           | Common Stock 39,458                                           |                                                             |
| Employee Stock Option (Right to Buy)       | \$ 25.28                                               |                                      |                                                    |                                |                                                                                         | (5) 03/28/2021                                           | Common Stock 25,496                                           |                                                             |
| Employee Stock Option (Right to Buy)       | \$ 35.92                                               |                                      |                                                    |                                |                                                                                         | (6) 12/13/2016                                           | Common Stock 28,801                                           |                                                             |
| Employee Stock Option (Right to Buy)       | \$ 45.38                                               |                                      |                                                    |                                |                                                                                         | (7) 12/12/2017                                           | Common Stock 19,555                                           |                                                             |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                          |       |
|--------------------------------|---------------|-----------|--------------------------|-------|
|                                | Director      | 10% Owner | Officer                  | Other |
|                                |               |           | Executive Vice President |       |

KNIGHT EDWARD S  
ONE LIBERTY PLAZA  
NEW YORK, NY 10006

## Signatures

/s/ Edward S.  
Knight

01/03/2014

\*\*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) 7,878 shares of common stock acquired upon exercise of vested stock options, (ii) 31,456 vested shares of restricted stock,  
(2) (iii) 59,786 shares underlying PSUs, of which 45,545 shares are vested and (iv) 18,270 shares purchased under the Employee Stock Purchase Plan.
- (3) Options exercisable on March 4, 2014.
- (4) Options vested as to 100%.
- (5) Options exercisable on March 28, 2014.
- (6) Options vested as to 100%.
- (7) Options vested 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. 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.