HASSEN RONALD

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

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person ** HASSEN RONALD			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			NASDAQ OMX GROUP, INC. [NDAQ]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner Number Other (specify			
ONE LIBERTY PLAZA			12/31/2012	below) below) Senior Vice President			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
NEW YORK, NY 10006				Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owner			

(City)	(State) (Table Table	uired, Disposed of	f, or Beneficial	y Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	Transaction(A) or		Securities Acquired A) or Disposed of (D) nstr. 3, 4 and 5)		5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial
		(Month/Day/Year)	(Instr. 8) Code V	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	08/10/2012		F <u>(1)</u>	5,243	D	\$ 24.99	101,721 (2)	D	

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

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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)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.35					(3)	11/15/2014	Common Stock	47,620
Employee Stock Option (Right to Buy)	\$ 19.75					<u>(4)</u>	03/04/2020	Common Stock	13,787
Employee Stock Option (Right to Buy)	\$ 20.04					<u>(5)</u>	08/03/2017	Common Stock	12,707
Employee Stock Option (Right to Buy)	\$ 25.07					<u>(6)</u>	12/17/2018	Common Stock	15,176
Employee Stock Option (Right to Buy)	\$ 25.28					<u>(7)</u>	03/28/2021	Common Stock	14,165

Reporting Owners

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer			Other		
			~	_				

Senior Vice President

Reporting Owners 2

HASSEN RONALD 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.
- (2) Represents (i) 84,659 shares or units of restricted stock, of which 34,659 are vested, (ii) 12,880 shares underlying PSUs, of which 7,092 shares are vested and (iii) 4,182 shares purchased under the Employee Stock Puchase Plan.
- (3) Options exercisable.
- (4) Options exercisable on March 4, 2014.
- (5) Options vested as to two-thirds. Options exercisable as to one-third on August 3, 2013.
- (6) Options exercisable.
- (7) Options exercisable on March 28, 2014.

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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