

KNIGHT EDWARD S  
Form 4  
March 28, 2012

**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)  
03/26/2012

\_\_\_\_ Director  
 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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V   | Amount  | Price  |   |
| Common Stock, par value \$0.01 per share | 03/26/2012                           |  | S <sup>(1)</sup>               |   | 10,000  | \$ 27  | D   |
| Common Stock, par value \$0.01 per share | 03/28/2012                           |  | F                              |   | 4,540   | \$ 26.42   | D   |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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. F            |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------|--------------|----------------------------|
|  |  |                                      |  | 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 | 150,000                    |
| Employee Stock Option (Right to Buy)       | \$ 9.15  |                                      |  |                                |   | (4)  | 02/18/2014  |                 | Common Stock | 75,000                     |
| Employee Stock Option (Right to Buy)       | \$ 19.75   |                                      |  |                                |   | (5)  | 03/04/2020  |                 | Common Stock | 22,059                     |
| Employee Stock Option (Right to Buy)       | \$ 25.07   |                                      |  |                                |   | (6)  | 12/17/2018  |                 | Common Stock | 39,458                     |
| Employee Stock Option (Right to Buy)       | \$ 25.28   |                                      |  |                                |   | (7)  | 03/28/2021  |                 | Common Stock | 25,496                     |
| Employee Stock Option (Right to Buy)       | \$ 35.92   |                                      |  |                                |   | (8)  | 12/13/2016  |                 | Common Stock | 28,801                     |

Buy)  
 Employee  
 Stock  
 Option \$ 45.38 (9) 12/12/2017 Common Stock 19,555  
 (Right to  
 Buy)

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| KNIGHT EDWARD S<br>ONE LIBERTY PLAZA<br>NEW YORK, NY 10006 |               |           | Executive Vice President |       |

## Signatures

/s/ Edward S.  
 Knight 03/28/2012

\*\*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).
- (1) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 2, 2012.  
 Represents (i) shares of common stock acquired upon exercise of vested stock options, (ii) vested and unvested shares or units of  
 (2) restricted stock, (iii) vested and unvested shares underlying PSUs, and (iv) shares purchased pursuant to the Employee Stock Purchase Plan.
- (3) Options vested as to 100%.
- (4) Options vested as to 100%.
- (5) Options exercisable on March 4, 2014.
- (6) Options exercisable on December 17, 2012.
- (7) Options exercisable on March 28, 2014.
- (8) Options vested as to 100%.
- (9) 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.