

NASDAQ OMX GROUP, INC.

Form FWP

May 27, 2009

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NASDAQ OMX Europe

NASDAQ OMX Europe:

(NDAQ) Stock Options Jump Ball

Filed Pursuant to Rule 433

Registration Statement No. 333-157020

May 27, 2009

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NDAQ Stock Options

Program Overview

Participant activity on NEURO triggers grant of options in NASDAQ  
OMX Group, NDAQ

Options granted for free, i.e., no investment on part of Participant

Time Period: 1

st

June, 2009

31

st  
August, 2009

500,000 options granted into the programme upon NEURO reaching  
2.5% Pan-European market share

-

Market share goals of specific markets also applied

Participants qualify based on individual firm market activity

Important Dates:

-

Options struck and granted at the NDAQ closing price on 1 September, 2009

-

6 month vesting period: Options vested and exercisable 1 March, 2010

-

Options expiration 1 March, 2011

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Grant of NDAQ options into the programme

5.00%

5.00%

5.00%

2.50%

500,000

4.50%

4.50%

4.50%

2.25%

450,000

4.00%

4.00%  
4.00%  
2.00%  
400,000  
3.50%  
3.50%  
3.50%  
1.75%  
350,000  
3.00%  
3.00%  
3.00%  
1.50%  
300,000  
2.50%  
2.50%  
2.50%  
1.25%  
250,000  
2.00%  
2.00%  
2.00%  
1.00%  
200,000  
1.50%  
1.50%  
1.50%  
0.75%  
150,000  
1.00%  
1.00%  
1.00%  
0.50%  
100,000  
0.50%  
0.50%  
0.50%  
0.25%  
50,000  
Deutsche Börse  
(DAX 30) market  
share  
NYSE Euronext (CAC 40,  
AEX 25, BEL 20) market  
share  
LSE (FTSE 350)  
market share  
Pan-European  
market share  
Number of options granted into

the programme

Options granted into the programme on any of the following NEURO  
market share criteria

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Participant Criteria

Participants qualify by trading a minimum average daily volume of 75 million

Options allocated on a pro-rata basis to qualifying participants based on trading activity

Participant's 20 least active trading days of jump ball period will be discarded for qualification and allocation calculations

Participants must maintain market share activity levels through 6

month vesting period to vest 100% of grant

Vesting will be pro-rata based on market share activity from  
100% to 50%



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The  
issuer

has  
filed

a  
registration  
statement  
(including

a  
prospectus)  
with  
the  
SEC  
for  
the  
offering  
to  
which  
this  
communication  
relates.

Before  
you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC  
complete  
information  
about  
the  
issuer  
and  
this  
offering.

You  
may  
get  
these  
documents  
for  
free  
by  
visiting  
EDGAR  
on  
the  
SEC  
Web  
site  
at

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