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NASDAQ OMX GROUP, INC.

Reported by

GREIFELD ROBERT

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/14/08 for the Period Ending 05/12/08

Address	ONE LIBERTY PLAZA NEW YORK, NY 10006
Telephone	2124018700
CIK	0001120193
Symbol	NDAQ
SIC Code	6200 - Security & Commodity Brokers, Dealers, Exchanges & Services
Industry	Investment Services
Sector	Technology
Fiscal Year	12/31

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FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB APPROVAL
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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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
GREIFELD ROBERT	**NASDAQ OMX GROUP, INC. [NDAQ]**	__ **X** __ Director _____ 10% Owner
(Last) (First) (Middle) **ONE LIBERTY PLAZA**	3. Date of Earliest Transaction (MM/DD/YYYY) **5/12/2008**	__ **X** __ Officer (give title below) _____ Other (specify below) **Chief Executive Officer**
(Street) **NEW YORK, NY 10006** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)	Price			
Common Stock, par value $0.01 per share	**5/12/2008**		**F**		**15759**	**D**	**$38.28**	**509383** (1)	**D**	

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	**$5.28**							(2)	**4/15/2013**	**Common Stock**	**700000**		**700000**	**D**	
Employee Stock Option (Right to Buy)	**$6.30**							(3)	**6/11/2013**	**Common Stock**	**1000000**		**1000000**	**D**	
Employee Stock Option (Right to Buy)	**$35.92**							(4)	**12/13/2016**	**Common Stock**	**960000**		**960000**	**D**	

Explanation of Responses:

(1) Represents 100,000 shares of restricted stock granted under the The NASDAQ OMX Group, Inc. Equity Incentive Plan (the "Equity Plan") on each of May 12, 2005 and 2004, an additional 100,000 shares of restricted stock granted outside of the Equity Plan on June 11, 2003 and an additional 300,000 shares of common stock acquired by Mr. Greifeld upon exercise of stock options, of which 90,617 shares have been withheld in payment of taxes relating to the vesting of shares of restricted stock.

(2) Options granted outside of the Equity Plan as an inducement for Mr. Greifeld's employment. Original grant of 1,000,000 options exercisable as to 250,000 shares on July 10, 2003; and as to an additional 250,000 shares on each of April 15, 2004, 2005 and 2006. Mr. Greifeld previously exercised options for 300,000 shares granted pursuant to this award.

(3) Options granted pursuant to the Equity Plan and exercisable as to 250,000 shares on the date of grant; and as to three additional

increments of 250,000 shares on each of June 11, 2004, 2005 and 2006.

(4) Options granted pursuant to the Equity Plan and exercisable as to 80,000 shares on December 13, 2007, 160,000 shares on December 13, 2008, 240,000 shares on December 13, 2009, 240,000 shares on December 13, 2010, 160,000 shares on December 13, 2011 and 80,000 shares on December 13, 2012.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREIFELD ROBERT ONE LIBERTY PLAZA NEW YORK, NY 10006	**X**		**Chief Executive Officer**	

Signatures

/s/ Edward S. Knight, by power of attorney **5/14/2008**

** Signature of Reporting Person — Date

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

***** 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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