EDGAR Online

NASDAQ OMX GROUP, INC.

Reported by

JACOBS JOHN

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/24/12 for the Period Ending 02/22/12

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	Financial
Fiscal Year	12/31

Powered By EDGAR Online
http://www.edgar-online.com
© Copyright 2012, EDGAR Online, Inc. All Rights Reserved.
Distribution and use of this document restricted under EDGAR Online, Inc. Terms of Use.

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
OMB Number: 3235-0287
Expires: November 30, 2011
Estimated average burden hours per response... 0.5

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)
JACOBS JOHN	**NASDAQ OMX GROUP, INC. [NDAQ]**	_____ Director _____ 10% Owner
(Last) (First) (Middle) **ONE LIBERTY PLAZA**	3. Date of Earliest Transaction (MM/DD/YYYY) **2/22/2012**	__ **X** __ Officer (give title below) _____ Other (specify below) **Executive Vice President**
(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 $0.01 per share	**2/22/2012**		**A**		**37976** (1)	**A**	**$ 0**	**191189** (2)	**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)	**$7.35**							(3)	**11/15/2014**	**Common Stock**	**200000**		**200000**	**D**	
Employee Stock Option (Right to Buy)	**$9.15**							(4)	**2/18/2014**	**Common Stock**	**100000**		**100000**	**D**	
Employee Stock Option (Right to Buy)	**$19.75**							(5)	**3/4/2020**	**Common Stock**	**22059**		**22059**	**D**	
Employee Stock Option (Right to Buy)	**$25.07**							(6)	**12/17/2018**	**Common Stock**	**45528**		**45528**	**D**	
Employee Stock Option (Right to Buy)	**$25.28**							(7)	**3/28/2021**	**Common Stock**	**22663**		**22663**	**D**	
Employee Stock Option (Right to Buy)	**$35.92**							(8)	**12/13/2016**	**Common Stock**	**32558**		**32558**	**D**	
Employee Stock Option (Right to Buy)	**$45.38**							(9)	**12/12/2017**	**Common Stock**	**22564**		**22564**	**D**	

Explanation of Responses:

(1) Represents the settlement of performance share units (PSUs) that were granted under The NASDAQ OMX Group, Inc. Equity Incentive Plan on March 28, 2011. The ultimate amount of shares to be received under the grant depended upon the achievement of performance goals during a one-year performance period from January 1, 2011 through December 31, 2011. On February 22, 2012, the Management Compensation Committee of NASDAQ OMX's Board of Directors approved the settlement of the PSU grant. The shares underlying the PSUs will vest as to one-third on December 31, 2012, one-third on December 31, 2013 and one-third on December 31, 2014.

(2) Represents (i) 14,000 shares acquired upon the exercise of vested stock options, (ii) 67,620 shares or units of restricted stock, of which 32,620 are vested, (iii) 92,840 shares underlying PSUs, of which 13,823 shares are vested and (iv) 16,729 shares purchased under the Employee Stock Purchase Plan.

(3) Options exercisable as to 100%.

(4) Options exercisable 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 exercisable as to 100%.

(9) Options exercisable as to 100%.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACOBS JOHN **ONE LIBERTY PLAZA** **NEW YORK, NY 10006**			**Executive Vice President**	

Signatures

/s/ Edward S. Knight, by power of attorney — **2/24/2012**

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.