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# NASDAQ OMX GROUP, INC.

Reported by

**INVESTOR AB**

# FORM 4/A

(Amended Statement of Changes in Beneficial Ownership)

Filed 05/23/12 for the Period Ending 05/14/12

| | |
|---|---|
| Address | ONE LIBERTY PLAZA<br>NEW YORK, NY 10006 |
| Telephone | 2124018700 |
| CIK | 0001120193 |
| Symbol | NDAQ |
| 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**

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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) |
|---|---|---|
| **INVESTOR AB** | **NASDAQ OMX GROUP, INC. [ NDAQ ]** | _____ Director  __ **X** __ 10% Owner |
| (Last) (First) (Middle) **ARSENALSGATAN 8C, S-103 32** | 3. Date of Earliest Transaction (MM/DD/YYYY) **5/14/2012** | _____ Officer (give title below)  _____ Other (specify below) |
| (Street) **STOCKHOLM, V7 00000** (City) (State) (Zip) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) **5/16/2012** | 6. Individual or Joint/Group Filing (Check Applicable Line) ___ Form filed by One Reporting Person _ **X** _ 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** | **5/14/2012** | | **P** | | **300000** | **A** | **$23.5345** (1) (3) | **19254142** (3) | **I** | **See footnote** (2) |

**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 | | | | |

**Explanation of Responses:**

**( 1)** This price represents the approximate weighted average price per share of shares of common stock of NASDAQ OMX Group, Inc. (the "Issuer"), par value $0.01 per share (the "Common Stock"), of purchases that were executed at prices ranging from $23.17 to $23.60 per share. Investor AB and Patricia Holding AB undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information about the number of shares of Common Stock purchased at each price.

**( 2)** These shares of Common Stock are held by Patricia Holding AB. Investor AB is the sole shareholder of Patricia Holding AB.

**( 3)** This amendment is being filed to add the price information set forth in footnote 1 and to correct the Total Amount of Securities Beneficially Owned.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **INVESTOR AB**<br>**ARSENALSGATAN 8C, S-103 32**<br><br>**STOCKHOLM, V7 00000** | | **X** | | |

| | | | | |
|---|---|---|---|---|
| **Patricia Holding AB**<br>**ARSENALSGATAN 8C, S-103 32**<br><br>**STOCKHOLM, V7 00000** | | **X** | | |

**Signatures**

**Investor AB By: /s/ Petra Hedengran Name: Petra Hedengran Title: Managing Director and General Counsel** — **5/23/2012**

** Signature of Reporting Person — Date

**Patricia Holding AB By: /s/ Anna Troedsson Wiklander Name: Anna Troedsson Wiklander Title: Chair of the Board By: /s/ Louis de Geer Name: Louis de Geer Title: Board Member** — **5/23/2012**

** 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.

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