

HASSEN RONALD  
Form 4  
March 30, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HASSEN RONALD

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)  
03/28/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President

NEW YORK, NY 10006

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

(City) (State) (Zip)

**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 Ownership (Instr. 4)
Common Stock, par value \$0.01 per share				(A) or (D) Price	70,588 <sup>(1)</sup>	D	

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

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SEC 1474 (9-02)

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**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 25.28	03/28/2011		A	14,165	<u>(2)</u> 03/28/2021	Common Stock 14,165
Employee Stock Option (Right to Buy)	\$ 7.35					<u>(3)</u> 11/15/2014	Common Stock 50,000
Employee Stock Option (Right to Buy)	\$ 8.5					<u>(4)</u> 07/29/2013	Common Stock 25,000
Employee Stock Option (Right to Buy)	\$ 9.15					<u>(5)</u> 02/18/2014	Common Stock 25,000
Employee Stock Option (Right to Buy)	\$ 19.75					<u>(6)</u> 03/04/2020	Common Stock 13,787
Employee Stock Option (Right to Buy)	\$ 20.04					<u>(7)</u> 08/03/2017	Common Stock 12,707
Employee Stock Option (Right to Buy)	\$ 25.07					<u>(8)</u> 12/17/2018	Common Stock 15,176

Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HASSEN RONALD ONE LIBERTY PLAZA NEW YORK, NY 10006			Senior Vice President	

## Signatures

/s/ Edward S. Knight, by power of attorney 03/30/2011

\_\_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) Represents (i) 55,572 shares or units of restricted stock, of which 5,572 are vested, (ii) 12,872 unvested shares underlying PSUs and (iii) 2,144 shares purchased under the Employee Stock Purchase Plan.
- (2) Options exercisable on March 28, 2015, subject to accelerated vesting on March 28, 2014, or extension of vesting until March 28, 2016, depending on the achievement of performance goals.
- (3) Options vested as to 100%.
- (4) Options vested as to 100%.
- (5) Options vested as to 100%.
- (6) Options exercisable on March 4, 2014.
- (7) Options exercisable as to one-third on August 3, 2011, one-third on August 3, 2012 and one-third on August 3, 2013.
- (8) Options exercisable on December 17, 2012.

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.