

JACOBS JOHN
Form 4
December 17, 2012

FORM 4

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

OMB APPROVAL

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

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 *
JACOBS JOHN

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)
12/13/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive 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)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share	12/13/2012		M		200,000	A	\$ 7.35 344,505
Common Stock, par value \$0.01 per share	12/13/2012		M		100,000	A	\$ 9.15 444,505
Common Stock, par	12/13/2012		S		300,000	D	\$ 144,505 ⁽²⁾ 24.34

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value
\$0.01 per
share

(1)

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

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(9-02)

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 Number Shares
Employee Stock Option (Right to Buy)	\$ 7.35	12/13/2012		M	200,000	<u>(3)</u> 11/15/2014	Common Stock 200,000
Employee Stock Option (Right to Buy)	\$ 9.15	12/13/2012		M	100,000	<u>(4)</u> 02/18/2014	Common Stock 100,000
Employee Stock Option (Right to Buy)	\$ 19.75					<u>(5)</u> 03/04/2020	Common Stock 22,059
Employee Stock Option (Right to Buy)	\$ 25.07					<u>(6)</u> 12/17/2018	Common Stock 45,528
Employee Stock Option (Right to Buy)	\$ 25.28					<u>(7)</u> 03/28/2021	Common Stock 22,663

Employee Stock Option (Right to Buy)	\$ 35.92	(8)	12/13/2016	Common Stock	32,558
Employee Stock Option (Right to Buy)	\$ 45.38	(9)	12/12/2017	Common Stock	22,564

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

12/17/2012

**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).

- The price reported in this box is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.18 to \$24.45 inclusive. The reporting person undertakes to provide to The NASDAQ OMX Group, Inc., any security holder of The NASDAQ OMX Group, Inc. or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 1 to this Form 4.
- (1) Represents (i) 33,934 vested shares of restricted stock, (ii) 92,840 shares underlying PSUs, of which 13,823 shares are vested and (iii) 17,731 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 as to 100%.
 - (7) Options exercisable on March 28, 2014.
 - (8) Options exercisable as to 100%.
 - (9) Options exercisable as to 100%.

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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