GREIFELD ROBERT

Form 4

December 20, 2012

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **GREIFELD ROBERT** Issuer Symbol NASDAQ OMX GROUP, INC. (Check all applicable) [NDAQ] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) below) ONE LIBERTY PLAZA 12/18/2012 **CEO** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10006 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transactionr Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Direct (D) Ownership (Instr. 8) Owned Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4)

Common Stock, par value \$0.01 per share	12/18/2012	Code V M	Amount 100,000	(D)	\$ 5.28	773,055	D	
Common Stock, par value \$0.01 per share	12/18/2012	S <u>(1)</u>	100,000	D	\$ 24.95 (2)	673,055	D	
Common Stock, par	12/19/2012	M	125,000	A	\$ 5.28	798,055	D	

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value \$0.01 per share

Common Stock, par \$
value 12/19/2012 \$\frac{\(\frac{\(1)}{2}\)}{25.26} 673,055 \frac{\(\frac{\(4)}{2}\)}{25.26} D
\$0.01 per share

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

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SEC 1474

(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. Transactic Code (Instr. 8)	orDeri Secu Acqı Disp	umber of vative urities uired (A) or cosed of (D) r. 3, 4, and	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)	\$ 5.28	12/18/2012		M		100,000	<u>(5)</u>	04/15/2013	Common Stock	100,00
Employee Stock Option (Right to Buy)	\$ 5.28	12/19/2012		M		125,000	<u>(5)</u>	04/15/2013	Common Stock	125,00
Employee Stock Option (Right to Buy)	\$ 6.3						<u>(6)</u>	06/11/2013	Common Stock	1,000,0
Employee Stock Option (Right to Buy)	\$ 21.31						<u>(7)</u>	06/30/2019	Common Stock	900,00

Employee Stock

Option \$ 35.92

(Right to Buy)

(8) 12/13/2016 Common Stock 960,00

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
GREIFELD ROBERT							
ONE LIBERTY PLAZA	X		CEO				
NEW YORK, NY 10006							

Signatures

/s/ Edward S. Knight, by power of attorney

12/20/2012

Date

**Signature of Reporting Person

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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 26, 2012.
- The price reported in this box is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.55 to \$25.21, 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 (2) to this Form 4.
- The price reported in this box is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.09 to \$25.42, 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 (3) to this Form 4.
- (4) Represents (i) 300,000 shares of common stock acquired upon exercise of vested stock options, (ii) 209,383 vested shares of restricted stock and (iii) 163,672 vested shares underlying PSUs.
- (5) Options exercisable as to 100%.
- (6) Options exercisable as to 100%.
- (7) Options exercisable as to 450,000 shares on each of December 31, 2011 and December 31, 2012.
- (8) 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. 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.

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