

NASDAQ STOCK MARKET INC

Form 4

January 18, 2007

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 *
Ewing Anna M

2. Issuer Name **and** Ticker or Trading
Symbol
NASDAQ STOCK MARKET 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)
01/16/2007

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) 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)
____X____ 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 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)
Common Stock, par value \$0.01 per share	01/16/2007		M	10,000 A	\$ 8.5 121,779	D	
Common Stock, par value \$0.01 per share	01/16/2007		S ⁽¹⁾	10,000 D	\$ 35.12 111,779 ⁽²⁾	D	

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

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information contained in this form are not**

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)	\$ 8.5	01/16/2007		M	10,000	<u>(3)</u> 07/29/2013	Common Stock 10,000
Employee Stock Option (Right to Buy)	\$ 7.35					<u>(4)</u> 11/15/2014	Common Stock 50,000
Employee Stock Option (Right to Buy)	\$ 9.15					<u>(5)</u> 02/18/2014	Common Stock 50,000
Employee Stock Option (Right to Buy)	\$ 13					<u>(6)</u> 02/14/2011	Common Stock 10,000
Employee Stock Option (Right to Buy)	\$ 35.92					<u>(7)</u> 12/13/2016	Common Stock 32,558

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Ewing Anna M
ONE LIBERTY PLAZA
NEW YORK, NY 10006

Executive Vice President

Signatures

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

01/18/2007

__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) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 1, 2006. Represents (i) 7,000 shares of common stock acquired upon exercise of vested stock options, (ii) 93,372 shares of restricted stock granted under The Nasdaq Stock Market, Inc. Equity Incentive Plan, of which 14,168 shares are vested and (iii) 11,407 shares purchased under the Employee Share Purchase Plan.
- (2) Options vested as to 100%.
- (3) Options exercisable as to 50% on January 15, 2008 and as to 50% on January 15, 2009.
- (4) Options vest as to 100% on February 18, 2007.
- (5) Options vested as to 100%.
- (6) Options exercisable as to 50% on December 13, 2010, subject to accelerated vesting on December 13, 2009, or extension of vesting until December 13, 2011, depending on the achievement of performance goals to be determined by the Board of Directors. Options exercisable as to 50% on December 13, 2011, subject to accelerated vesting on December 13, 2010, or extension of vesting until December 13, 2012, depending on the achievement of performance goals to be determined by the Board of Directors.

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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