NASDAQ OMX GROUP, INC.

Form 4 May 23, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

NASDAQ OMX GROUP, INC.

**OMB APPROVAL OMB** 

3235-0287 Number:

January 31, Expires: 2005

10% Owner

Other (specify

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

Symbol

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \*

MARKESE JOHN D

(Last) (First) (Middle)

(State)

ONE LIBERTY PLAZA

(Street)

[NDAQ]

3. Date of Earliest Transaction (Month/Day/Year)

05/21/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

Person

Issuer

below)

X Director

Officer (give title

NEW YORK, NY 10006

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

(Month/Day/Year)

Code (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

Form: Direct Indirect Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)

6. Ownership 7. Nature of

Common

(City)

Stock, par value \$0.01 per share

05/21/2008

2,272

Code V Amount

(A)

or

(D)

\$0 33,395 (2)

Price

D

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: NASDAQ OMX GROUP, INC. - Form 4

8. Pri Deriv Secur (Instr

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities	8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	\$ 13					(3)	01/23/2012	Common Stock	5,000	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Topolong of the family frauess	Director	10% Owner	Officer	Other		
MARKESE JOHN D ONE LIBERTY PLAZA NEW YORK, NY 10006	X					

### **Signatures**

/s/ Edward S. Knight, by power of attorney 05/23/2008

\*\*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).
- $(1) \quad \text{Represents shares of restricted stock granted pursuant to The NASDAQ OMX Group, Inc. Equity Incentive Plan ("Equity Plan")}.$
- (2) Represents 18,395 shares of restricted stock issued under the Equity Plan and 15,000 shares of common stock held by the John D. Markese Trust September 2, 1999, of which Mr. Markese is a trustee and beneficiary.
- (3) Vested options granted pursuant to the Equity Plan.

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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