**Bocker Magnus** Form 4 February 27, 2009

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

Check this box if no longer subject to

Section 16. Form 4 or Form 5 obligations

may continue. See Instruction

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(b).

1. Name and Address of Reporting Person \*

**Bocker Magnus** 

(Last)

(Middle)

ONE LIBERTY PLAZA

(Street)

(First)

NEW YORK, NY 10006

2. Issuer Name and Ticker or Trading

Symbol

NASDAQ OMX GROUP, INC. [NDAQ]

3. Date of Earliest Transaction

02/25/2009

4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

3.

OMB

Number:

Expires:

response...

Estimated average

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**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify

below) below) President

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

(D) or

Indirect (I)

(Instr. 4)

D

6. Ownership 7. Nature of

Beneficial

Ownership

(Instr. 4)

Form: Direct Indirect

5. Amount of

Beneficially

Securities

Owned

(City) (State) (Zip) 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) any (Month/Day/Year)

02/25/2009

Code (D) (Instr. 8)

Code V

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

Amount

4. Securities Acquired

Following Reported Transaction(s) (Instr. 3 and 4) Price

Common

Stock, par value \$0.01 per share

45,333 \$0 45,333 (2) Α

(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.

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

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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)	<b>.</b>	ate	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)	\$ 25.07					(3)	12/17/2018	Common Stock	151,760
Employee Stock Option (Right to Buy)	\$ 41.36					<u>(4)</u>	03/24/2018	Common Stock	86,118

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Transfer of the same	Director	10% Owner	Officer	Other		
Bocker Magnus ONE LIBERTY PLAZA NEW YORK, NY 10006			President			

## **Signatures**

/s/ Edward S. Knight, by power of attorney 02/27/2009

\*\*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).

Represents the settlement of performance share units (PSUs) that were granted under The NASDAQ OMX Group, Inc. Equity Incentive Plan on March 24, 2008. The ultimate amount of shares to be received under the grant depended upon the achievement of performance

- (1) goals during a one-year performance period from January 1, 2008 through December 31, 2008. On February 25, 2009, the Management Compensation Committee of NASDAQ OMX's Board of Directors approved the settlement of the PSU grant. The shares underlying the PSUs will vest on December 31, 2011.
- (2) Represents 45,333 unvested shares underlying PSUs.

Reporting Owners 2

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- Options exercisable on December 17, 2012, subject to accelerated vesting on December 17, 2011, or extension of vesting until December 17, 2013, depending on the achievement of performance goals.
- (4) Options exercisable on March 24, 2011.

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.