JACOBS JOHN Form 4 July 02, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

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

Check this box

SECURITIES

obligations may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person *

JACOBS JOHN

(First) (Middle)

ONE LIBERTY PLAZA

(Street)

NEW YORK, NY 10006

2. Issuer Name and Ticker or Trading

Symbol

NASDAQ OMX GROUP, INC. [NDAQ]

3. Date of Earliest Transaction

(Month/Day/Year) 06/30/2009

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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response... 0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below) below)

Executive Vice 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

(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)

Code (D) (Instr. 8)

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

4. Securities Acquired

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

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

6. Ownership 7. Nature of

(A) (Instr. 3 and 4) Amount (D) Price

Common Stock, par value \$0.01

per share

06/30/2009

50,000 Α (1)

Code V

\$0 107,516 ⁽²⁾

D

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. oriNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			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)	\$ 7.35					(3)	11/15/2014	Common Stock	200,000
Employee Stock Option (Right to Buy)	\$ 8.5					<u>(4)</u>	07/29/2013	Common Stock	30,300
Employee Stock Option (Right to Buy)	\$ 9.15					<u>(5)</u>	02/18/2014	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 13.38					<u>(6)</u>	07/24/2012	Common Stock	29,700
Employee Stock Option (Right to Buy)	\$ 25.07					<u>(7)</u>	12/17/2018	Common Stock	45,528
Employee Stock Option (Right to Buy)	\$ 35.92					(8)	12/13/2016	Common Stock	32,558
mployee Stock	\$ 45.38					<u>(9)</u>	12/12/2017	Common Stock	22,564

8. F Der Sec (Ins Option (Right to Buy)

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

07/02/2009

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) Restricted stock vests as to 30% on June 30, 2011 and as to 70% on June 30, 2012.
 - Represents (i) 14,000 shares acquired upon the exercise of vested stock options, (ii) 67,620 shares or units of restricted stock, of which
- (2) 6,750 shares are vested, (iii) 12,396 unvested shares underlying performance stock units and (iv) 13,500 shares accquired under the Employee Stock Purchase Plan.
- (3) Options exercisable as to 100%.
- (4) Options exercisable as to 100%.
- (5) Options exercisable as to 100%.
- (6) Options exercisable as to 100%.
- 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.
- (8) Options exercisable as to 50% on December 13, 2009 and as to 50% on December 13, 2010.
- (9) Options exercisable on December 12, 2010.

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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