

AUST BRUCE
Form 4
May 15, 2013

FORM 4

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
AUST BRUCE

2. Issuer Name **and** Ticker or Trading
Symbol
NASDAQ OMX GROUP, 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)
05/13/2013

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify 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 (A) 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 Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	05/13/2013		M	7,500	A \$ 9.15	129,251	D
Common Stock, par value \$0.01 per share	05/13/2013		S ⁽¹⁾	7,500	D \$ (2) 30.37	121,751 ⁽³⁾	D

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

**Persons who respond to the collection of
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)	\$ 9.15	05/13/2013		M	7,500	<u>(4)</u>	02/18/2014	Common Stock	7,500
Employee Stock Option (Right to Buy)	\$ 7.35					<u>(5)</u>	11/15/2014	Common Stock	120,000
Employee Stock Option (Right to Buy)	\$ 19.75					<u>(6)</u>	03/04/2020	Common Stock	25,210
Employee Stock Option (Right to Buy)	\$ 25.07					<u>(7)</u>	12/17/2018	Common Stock	45,528
Employee Stock Option (Right to Buy)	\$ 25.28					<u>(8)</u>	03/28/2021	Common Stock	25,496
Employee Stock Option (Right to Buy)	\$ 35.92					<u>(9)</u>	12/13/2016	Common Stock	32,558

Stock

(Right to

37

12/12/2017

22,564

Reporting Owners

Relationships

10% Owner

Other

ONE LIBERTY PLAZA

Executive Vice President

Signatures

05/15/2013

Date _____

Explanation of Responses:

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(2) The price reported in this box is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.25 to \$30.49, 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.

(4) Options exercisable.

(5) Options exercisable.

(6) Options exercisable on March 4, 2014.

(7) Options exercisable.

(8) Options exercisable on March 28, 2014.

(9) Options exercisable.

(10) Options exercisable.

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.