

NASDAQ OMX GROUP, INC.

Form 4

January 03, 2014

**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 \*  
**KNIGHT EDWARD S**

 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)  
**12/31/2013**

 \_\_\_\_\_ 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)  
☒ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	12/31/2013		F <sup>(1)</sup>		13,113	D	\$ 39.8
					117,390	<sup>(2)</sup>	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  
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 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)		8. Price or Value of Derivative Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	\$ 19.75					<u>(3)</u>	03/04/2020	Common Stock	22,059	
Employee Stock Option (Right to Buy)	\$ 25.07					<u>(4)</u>	12/17/2018	Common Stock	39,458	
Employee Stock Option (Right to Buy)	\$ 25.28					<u>(5)</u>	03/28/2021	Common Stock	25,496	
Employee Stock Option (Right to Buy)	\$ 35.92					<u>(6)</u>	12/13/2016	Common Stock	28,801	
Employee Stock Option (Right to Buy)	\$ 45.38					<u>(7)</u>	12/12/2017	Common Stock	19,555	

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	Executive Vice President

KNIGHT EDWARD S  
ONE LIBERTY PLAZA  
NEW YORK, NY 10006

## Signatures

/s/ Edward S.  
Knight

01/03/2014

    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 transactions reported on this Form 4 consist of surrenders of shares to pay withholding taxes in connection with vestings of equity previously granted under NASDAQ OMX's Equity Incentive Plan.

Represents (i) 7,878 shares of common stock acquired upon exercise of vested stock options, (ii) 31,456 vested shares of restricted stock, (2) (iii) 59,786 shares underlying PSUs, of which 45,545 shares are vested and (iv) 18,270 shares purchased under the Employee Stock Purchase Plan.

(3) Options exercisable on March 4, 2014.

(4) Options vested as to 100%.

(5) Options exercisable on March 28, 2014.

(6) Options vested as to 100%.

(7) Options vested as to 100%.

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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