

NASDAQ OMX GROUP, INC.

Form 4

November 21, 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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ewing Anna M

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)  
11/19/2013

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) 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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	11/19/2013		M	45,528 A	\$ 25.07	213,269	D
Common Stock, par value \$0.01 per share	11/19/2013		S <sup>(1)</sup>	45,528 D	\$ 38.08 <sup>(2)</sup>	167,741	D
Common Stock, par value \$0.01 per share	11/19/2013		S	10,000 D	\$ 38	157,741 <sup>(3)</sup>	D

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

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SEC 1474  
(9-02)

**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)	\$ 25.07	11/19/2013		M	45,528	<u>(4)</u>	12/17/2018	Common Stock	45,528
Employee Stock Option (Right to Buy)	\$ 19.75					<u>(5)</u>	03/04/2020	Common Stock	34,664
Employee Stock Option (Right to Buy)	\$ 25.28					<u>(6)</u>	03/28/2021	Common Stock	39,661
Employee Stock Option (Right to Buy)	\$ 35.92					<u>(7)</u>	12/13/2016	Common Stock	32,558
Employee Stock Option (Right to Buy)	\$ 45.38					<u>(8)</u>	12/12/2017	Common Stock	22,564

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ewing Anna M ONE LIBERTY PLAZA NEW YORK, NY 10006			Executive Vice President	

## /s/ Edward S. Knight, by power of attorney

11/21/2013

**\*\*Signature of Reporting Person**

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).

- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person October 24, 2013.

The price reported in this box is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.00 to \$38.23, 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.

- (3) Represents (i) 62,383 vested shares of restricted stock, (ii) 78,245 shares underlying PSUs, of which 19,088 shares are vested and (iii) 17,113 shares purchased under the Employee Stock Purchase Plan.
- (4) Options exercisable.
- (5) Options exercisable on March 4, 2014.
- (6) Options exercisable on March 28, 2014.
- (7) Options exercisable.
- (8) Options exercisable.

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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