

JACOBS JOHN
Form 4
March 08, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
JACOBS JOHN

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)
03/04/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

NEW YORK, NY 10006
(City) (State) (Zip)

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

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 | | | | (A) or (D) Price | 130,611 ⁽¹⁾ | 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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: JACOBS JOHN - Form 4

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) | \$ 19.75 | 03/04/2010 | | A | 22,059 | <u>(2)</u> | 03/04/2020 | Common Stock | 22,059 |
| Employee Stock Option (Right to Buy) | \$ 7.35 | | | | | <u>(3)</u> | 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 | | | | | <u>(8)</u> | 12/13/2016 | Common Stock | 32,558 |

| | | | | | |
|--------------------------------------------------|----------|-----|------------|-----------------|--------|
| Employee Stock Option (Right to Buy) | \$ 45.38 | (9) | 12/12/2017 | Common Stock | 22,564 |
|--------------------------------------------------|----------|-----|------------|-----------------|--------|

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

03/08/2010

**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) Represents (i) 14,000 shares acquired upon the exercise of vested stock options, (ii) 67,620 shares or units of restricted stock, of which 12,185 are vested, (iii) 34,534 unvested shares underlying PSUs and (iv) 14,457 shares purchased under the Employee Stock Purchase Plan.
 - (2) Options exercisable on March 4, 2014, subject to accelerated vesting on March 4, 2013, or extension of vesting until March 4, 2015, depending on the achievement of performance goals.
 - (3) Options exercisable as to 100%.
 - (4) Options exercisable as to 100%.
 - (5) Options exercisable as to 100%.
 - (6) Options exercisable as to 100%.
 - (7) Options exercisable on December 17, 2012.
 - (8) Options vested as to 50%. Remaining 50% exercisable 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.