

GREIFELD ROBERT  
Form 4  
December 21, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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**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 \*  
GREIFELD ROBERT

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)  
12/20/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO

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	(D)	Price
Common Stock, par value \$0.01 per share	12/20/2012		M		75,000	A	\$ 5.28 748,055
Common Stock, par value \$0.01 per share	12/20/2012		M		125,000	A	\$ 6.3 873,055
Common Stock, par	12/20/2012		S <sup>(1)</sup>		198,900	D	\$ 25.93 674,155

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value						<u>(2)</u>	
\$0.01 per share							
Common Stock, par value	12/20/2012	<u>S</u> <sup>(1)</sup>	1,100	D	\$ 26.75	673,055	D
\$0.01 per share							
Common Stock, par value	12/21/2012	M	100,000	A	\$ 6.3	773,055	D
\$0.01 per share							
Common Stock, par value	12/21/2012	<u>S</u> <sup>(1)</sup>	100,000	D	\$ 25.44	673,055 <u>(4)</u>	D
\$0.01 per share					<u>(3)</u>		

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)

**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 Number Shares
Employee Stock Option (Right to Buy)	\$ 5.28	12/20/2012		M	75,000	<u>(5)</u> 04/15/2013	Common Stock 75,000
Employee Stock Option (Right to Buy)	\$ 6.3	12/20/2012		M	125,000	<u>(6)</u> 06/11/2013	Common Stock 125,000



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(8) Options exercisable 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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