

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 \*  
**HASSEN RONALD**

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)  
**Senior 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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  | Code                           | V Amount (D) Price  |   |  |                                   |
| Common Stock, par value \$0.01 per share | 12/31/2013                           |  | F <sup>(1)</sup>               | 2,714 D \$ 39.8   | 80,537 <sup>(2)</sup>   | D  |                                   |

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

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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 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   |                                      |  |                                |   | <u>(3)</u>   | 03/04/2020  | Common Stock  | 13,787                     |
| Employee Stock Option (Right to Buy)       | \$ 20.04   |                                      |  |                                |   | <u>(4)</u>   | 08/03/2017  | Common Stock  | 12,707                     |
| Employee Stock Option (Right to Buy)       | \$ 25.07   |                                      |  |                                |   | <u>(5)</u>   | 12/17/2018  | Common Stock  | 15,176                     |
| Employee Stock Option (Right to Buy)       | \$ 25.28   |                                      |  |                                |   | <u>(6)</u>   | 03/28/2021  | Common Stock  | 14,165                     |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| HASSEN RONALD<br>ONE LIBERTY PLAZA<br>NEW YORK, NY 10006 |               |           | Senior Vice President |       |

## Signatures

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

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 the vestings of equity previously granted under NASDAQ OMX's Equity Incentive Plan.
- (2) Represents (i) 55,572 shares or units of restricted stock, of which 5,572 are vested, (ii) 19,812 shares underlying PSUs, of which 9,647 shares are vested and (iii) 5,153 shares purchased under the Employee Stock Purchase Plan.
- (3) Options exercisable on March 4, 2014.
- (4) Options exercisable.
- (5) Options exercisable.
- (6) Options exercisable on March 28, 2014.

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.