FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
Section 16. Form 4 or Form 5	
obligations may continue. See	
Instruction 1(b).	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

OMB APPROVAL OMB Number: Estimated average burden

0.5

hours per response:

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

											NDA	.Q ]		eck all ap	pplicable) ector	10% (	
(Last) (First) (Middle) ONE LIBERTY PLAZA					3. Date of Earliest Transaction (Month/Day/Year) 12/31/2014									bei	below) below)  Executive Vice President		
ORK N	Y :	10006	4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)								e) <mark>X</mark> For For	Form filed by More than One Reporting				
(S	tate) (	Zip)												Pei	5011		
	Tabl	le I - Noi	n-Deriva	ative \$	Sec	uritie	s Acc	quired,	Dis	posed o	f, or	Bene	eficia	ly Own	ed		
Da			Date	Ex if a	2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Dispo		Disposed				Secu Bene Own	rities ficially ed Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	v	Amount		A) or D)	Price	Trans	saction(s)		(
Common Stock, par value \$0.01 per share			12/31	/2014				F <sup>(1)</sup>		1,625		D	\$47.9	6 3	36,260 <sup>(2)</sup>	D	
	Ta													Owned	i		
Conversion Date Execution or Exercise (Month/Day/Year) if any		Date,	Transact Code (In	ransaction ode (Instr. ) Securi Acquir (A) or Dispos of (D) (Instr.		ative rities ired osed	Expiratio (Month/D	n Date	e ar)	Amount of Securities Underlying Derivative Security (Instr. and 4)		str. 3	Derivative Security	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	PC Nelso  (Fi BERTY PL.  DRK N  (Si Becurity (Institute of the perivative)  2. Conversion or Exercise Price of Derivative	Stock, par value \$0.01 per state of Date (Month/Day/Year)	(First) (Middle) BERTY PLAZA  DRK NY 10006  (State) (Zip)  Table I - Note that the security (Instr. 3)  Stock, par value \$0.01 per share  Table II - I  (Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year)	(First) (Middle)  BERTY PLAZA  DRK NY 10006  (State) (Zip)  Table I - Non-Derivation (Month/Day/Year)  Stock, par value \$0.01 per share 12/31.  Table II - Derivation (e.g., put (Month/Day/Year))  2. Transaction (a.g., put (Month/Day/Year))  2. Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year)	(First) (Middle)  3. Dat 12/3  BERTY PLAZA  4. If A  ORK NY 10006  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock, par value \$0.01 per share 12/31/2014  Table II - Derivative Se (e.g., puts, ca)  Conversion or Exercise Price of Derivative Se (Month/Day/Year)  2. (Conversion Oate (Month/Day/Year) San Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year)	PC Nelson  (First) (Middle)  3. Date of 12/31/20  4. If Amen  PRK NY 10006  (State) (Zip)  Table I - Non-Derivative Sec (Month/Day/Year) (Month/Day/Year)  Stock, par value \$0.01 per share 12/31/2014  Table II - Derivative Secur (e.g., puts, calls, (Month/Day/Year) (Month/Day/Year)  2. Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A Transaction Code (Instr. 8)	PC Nelson  (First) (Middle)  3. Date of Earlies 12/31/2014  4. If Amendment,  (State) (Zip)  Table I - Non-Derivative Securities (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock, par value \$0.01 per share  Table II - Derivative Securities (e.g., puts, calls, warrange)  2. Conversion or Exercise Price of Derivative Security (Month/Day/Year)  3. Date of Earlies 12/31/2014  4. If Amendment,  (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warrange)  (a) of Darivative Security (Instr. 8)	PC Nelson  (First) (Middle)  3. Date of Earliest Trans 12/31/2014  4. If Amendment, Date of Earliest Trans 12/31/2014  Table I - Non-Derivative Securities Accurity (Instr. 3)  Table II - Non-Derivative Securities Acques (Month/Day/Year)  Stock, par value \$0.01 per share  Table II - Derivative Securities Acques (e.g., puts, calls, warrants, 12/31/2014  Table II - Derivative Securities Acques (e.g., puts, calls, warrants, 12/31/2014  Table II - Derivative Securities Acques (e.g., puts, calls, warrants, 12/31/2014)  Table II - Derivative Securities Acques (e.g., puts, calls, warrants, 12/31/2014)  Table II - Derivative Securities Acques (e.g., puts, calls, warrants, 12/31/2014)  Table II - Derivative Securities Acques (e.g., puts, calls, warrants, 12/31/2014)	NASDAQ OMX GRO	NASDAQ OMX GROUP,	PC Nelson  (First) (Middle)  BERTY PLAZA  3. Date of Earliest Transaction (Month/Day/Year) 12/31/2014  4. If Amendment, Date of Original Filed (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 1/5 (Month/Day/Year) 1/5 (Month/Day/Year) 1/5 (P. J., 625)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe 1/5 (Month/Day/Year) 1/5	NASDAQ OMX GROUP, INC. [ NDA	NASDAQ OMX GROUP, INC. [ NDAQ ]	NASDAQ OMX GROUP, INC. [ NDAQ ]   (Check of the price of Derivative Securities Acquired, Disposed of, or Beneficially (Month/Day/Year)   (Month/	NASDAQ OMX GROUP, INC. [NDAQ]   Check all ap Direct Notes of Earliest Transaction (Month/Day/Year)   Security (Instr. 3)   2. Transaction (Month/Day/Year)   Stock, par value \$0.01 per share   12/31/2014   2. Transaction (Month/Day/Year)   Stock, par value \$0.01 per share   12/31/2014   2. Transaction Date (Month/Day/Year)   Securities Acquired, Disposed of, or Beneficially Owner (P.g., puts, calls, warrants, options, convertible securities)   Stock, par value \$0.01 per share   12/31/2014   3. Date Earliest Transaction Date (Month/Day/Year)   Securities Acquired, Disposed of, or Beneficially Owner (P.g., puts, calls, warrants, options, convertible securities)   Stock, par value \$0.01 per share   12/31/2014   Transaction Date (Month/Day/Year)   Stock, par value \$0.01 per share   12/31/2014   Transaction Date (Month/Day/Year)   Stock, par value \$0.01 per share   12/31/2014   Stock,	NASDAQ OMX GROUP, INC. [NDAQ]   Check all applicable   Director   X Officer (give title below)	NASDAQ OMX GROUP, INC. [NDAQ]   Check all applicable)   Director   10% of Other below

## **Explanation of Responses:**

- 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's Equity Incentive Plan.
- 2. Represents (i) 28,605 units of unvested restricted stock and (ii) 7,655 shares underlying performance share units, of which 3,299 are vested.

/s/ Edward S. Knight, by power 01/05/2015 of attorney

\*\* Signature of Reporting Person Date

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.