

FORM 5

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).

☐ Form 3 Holdings Reported.

☒ Form 4 Transactions Reported.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

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1. Name and Address of Reporting Person* <u>NATIONAL ASSOCIATION OF SECURITIES DEALERS INC</u>			2. Issuer Name and Ticker or Trading Symbol <u>NASDAQ STOCK MARKET INC</u> [<u>NDAQ</u>]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last) (First) (Middle) <u>1735 K. STREET, N.W.</u>			3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2005</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
(Street) <u>WASHINGTON DC</u> <u>20006</u>			4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/03/2006</u>					
(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	11/01/2005		S4	5,400	D	\$16	15,266,847	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

Remarks:

As of December 31, 2005, the National Association of Securities Dealers, Inc. ("NASD") had issued and outstanding 10,718,819 warrants ("Warrants"), each exercisable for one share of The Nasdaq Stock Market, Inc.'s ("Nasdaq") common stock, par value \$0.01 per share (the "Common Stock"), held by NASD is each of four approximately one year consecutive exercise periods (the first, second and the third of which expired at the close of business on June 27, 2003, June 25, 2004 and June 27, 2005, respectively, and the fourth of which expires on June 27, 2006). Until Nasdaq is operating as an exchange, the shares of Common Stock underlying the Warrants are subject to a voting trust agreement (the "Voting Trust") whereby a voting trustee will vote all shares of Common Stock underlying unexpired and unexercised Warrants, as directed by NASD. In addition, until the earlier to occur of the time Nasdaq satisfies conditions established by the Securities and Exchange Commission to operate as an exchange or the effectiveness of a registration statement filed by Nasdaq with the Securities and Exchange Commission with respect to the shares of Common Stock sold upon exercise of Warrants, the voting trustee will vote all such shares of Common Stock sold upon the exercise of Warrants, as directed by NASD. Therefore, while NASD no longer has an economic interest in the shares of Common Stock sold upon the exercise of Warrants, it retains the voting sights of such shares until the earlier to occur of Exchange Registration or the effectiveness of a registration statement with respect to such shares. This Form 5/A reflects the exercise of Warrants for the purchase of a total of 5,400 shares of Common Stock and the sale by NASD of such shares. As of December 31, 2005, NASD owns 10,718,819 shares of Common Stock subject to the Voting Trust and 4,548,028 shares of Common Stock that are not subject to the Voting Trust.

/s/ Todd Diganci, Executive VP and Chief Financial Officer 02/14/2006

** 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.