

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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

1. Name and Address of Reporting Person* <b>JACOBS JOHN</b>			2. Issuer Name and Ticker or Trading Symbol <b>NASDAQ OMX GROUP, INC. [ NDAQ ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <b>Executive Vice President</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/17/2008</b>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
<b>ONE LIBERTY PLAZA</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	(City)	(State)	(Zip)	<b>NEW YORK NY 10006</b>				

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share								45,120 <sup>(1)</sup>	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$25.07	12/17/2008		A		45,528		(2)	12/17/2018	Common Stock	45,528	\$0	45,528	D	
Employee Stock Option (Right to Buy)	\$7.35							(3)	11/15/2014	Common Stock	200,000		200,000	D	
Employee Stock Option (Right to Buy)	\$8.5							(4)	07/29/2013	Common Stock	30,300		30,300	D	
Employee Stock Option (Right to Buy)	\$9.15							(5)	02/18/2014	Common Stock	100,000		100,000	D	
Employee Stock Option (Right to Buy)	\$13.38							(6)	07/24/2012	Common Stock	29,700		29,700	D	
Employee Stock Option (Right to Buy)	\$35.92							(7)	12/13/2016	Common Stock	32,558		32,558	D	
Employee Stock Option (Right to Buy)	\$45.38							(8)	12/12/2017	Common Stock	22,564		22,564	D	

Explanation of Responses:

- Includes (i) 14,000 shares acquired upon the exercise of vested stock options, (ii) 17,620 shares of restricted stock granted under The NASDAQ OMX Group, Inc. Equity Incentive Plan, of which 6,750 shares are vested and (iii) 13,500 shares acquired under The NASDAQ OMX 2000 Employee Stock Purchase Plan.
- Options exercisable on December 17, 2012, subject to accelerated vesting on December 17, 2011, or extension of vesting until December 17, 2013, depending on the achievement of performance goals.
- Options exercisable as to 50%. Remaining 50% exercisable on January 15, 2009.
- Options exercisable as to 100%.
- Options exercisable as to 100%.
- Options exercisable as to 100%.
- Options exercisable as to 50% on December 13, 2009 and as to 50% on December 13, 2010.

8. Options exercisable on December 12, 2011, subject to accelerated vesting on December 12, 2010, or extension of vesting until December 12, 2012, depending on the achievement of performance goals.

/s/ Edward S. Knight, by power  
of attorney. 12/19/2008

\*\* 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.

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