

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* <u>JACOBS JOHN</u> (Last) (First) (Middle) <u>ONE LIBERTY PLAZA</u> (Street) <u>NEW YORK NY 10006</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NASDAQ OMX GROUP, INC. [NDAQ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/13/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	12/13/2012		M		200,000	A	\$7.35	344,505	D	
Common Stock, par value \$0.01 per share	12/13/2012		M		100,000	A	\$9.15	444,505	D	
Common Stock, par value \$0.01 per share	12/13/2012		S		300,000	D	\$24.34 ⁽¹⁾	144,505 ⁽²⁾	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					
Employee Stock Option (Right to Buy)	\$7.35	12/13/2012		M			200,000	(3)	11/15/2014	Common Stock 200,000	\$0	0	D	
Employee Stock Option (Right to Buy)	\$9.15	12/13/2012		M			100,000	(4)	02/18/2014	Common Stock 100,000	\$0	0	D	
Employee Stock Option (Right to Buy)	\$19.75							(5)	03/04/2020	Common Stock 22,059		22,059	D	
Employee Stock Option (Right to Buy)	\$25.07							(6)	12/17/2018	Common Stock 45,528		45,528	D	
Employee Stock Option (Right to Buy)	\$25.28							(7)	03/28/2021	Common Stock 22,663		22,663	D	
Employee Stock Option (Right to Buy)	\$35.92							(8)	12/13/2016	Common Stock 32,558		32,558	D	
Employee Stock Option (Right to Buy)	\$45.38							(9)	12/12/2017	Common Stock 22,564		22,564	D	

Explanation of Responses:

- The price reported in this box is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.18 to \$24.45 inclusive. The reporting person undertakes to provide to The NASDAQ OMX Group, Inc., any security holder of The NASDAQ OMX Group, Inc. or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 1 to this Form 4.
- Represents (i) 33,934 vested shares of restricted stock, (ii) 92,840 shares underlying PSUs, of which 13,823 shares are vested and (iii) 17,731 shares purchased under the Employee Stock Purchase Plan.
- Options exercisable as to 100%.
- Options exercisable as to 100%.

- 5. Options exercisable on March 4, 2014.
- 6. Options exercisable as to 100%.
- 7. Options exercisable on March 28, 2014.
- 8. Options exercisable as to 100%.
- 9. Options exercisable as to 100%.

/s/ Edward S. Knight, by power
of attorney. 12/17/2012

** 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.