

**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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <b>GREIFELD ROBERT</b> _____ (Last) (First) (Middle) <b>ONE LIBERTY PLAZA</b> _____ (Street) <b>NEW YORK NY 10006</b> _____ (City) (State) (Zip)			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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>CEO</b></p>		
			3. Date of Earliest Transaction (Month/Day/Year) <b>12/12/2012</b>			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		
			4. If Amendment, Date of Original Filed (Month/Day/Year)					

**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	12/12/2012		M		35,838	A	\$5.28	708,893	D	
Common Stock, par value \$0.01 per share	12/12/2012		S <sup>(1)</sup>		35,838	D	\$24.1 <sup>(2)</sup>	673,055	D	
Common Stock, par value \$0.01 per share	12/12/2012		M		39,162	A	\$5.28	712,217	D	
Common Stock, par value \$0.01 per share	12/12/2012		S <sup>(1)</sup>		39,162	D	\$24.49 <sup>(3)</sup>	673,055	D	
Common Stock, par value \$0.01 per share	12/13/2012		M		75,000	A	\$5.28	748,055	D	
Common Stock, par value \$0.01 per share	12/13/2012		S <sup>(1)</sup>		75,000	D	\$24.29 <sup>(4)</sup>	673,055 <sup>(5)</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
Employee Stock Option (Right to Buy)	\$5.28	12/12/2012		M			75,000	(6)	04/15/2013	Common Stock	75,000	\$0	550,000	D	
Employee Stock Option (Right to Buy)	\$5.28	12/13/2012		M			75,000	(6)	04/15/2013	Common Stock	75,000	\$0	475,000	D	
Employee Stock Option (Right to Buy)	\$6.3							(7)	06/11/2013	Common Stock	1,000,000		1,000,000	D	
Employee Stock Option (Right to Buy)	\$21.31							(8)	06/30/2019	Common Stock	900,000		900,000	D	
Employee Stock Option (Right to Buy)	\$35.92							(9)	12/13/2016	Common Stock	960,000		960,000	D	

**Explanation of Responses:**

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 26, 2012.
- The price reported in this box is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.40 to \$24.39, 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 (2) to this Form 4.
- The price reported in this box is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.40 to \$24.73, 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 (3) to this Form 4.
- 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 \$24.41, 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 (4) to this Form 4.

5. Represents (i) 300,000 shares of common stock acquired upon exercise of vested stock options, (ii) 209,383 vested shares of restricted stock and (iii) 163,672 vested shares underlying PSUs.
6. Options exercisable as to 100%.
7. Options exercisable as to 100%.
8. Options exercisable as to 450,000 shares on each of December 31, 2011 and December 31, 2012.
9. Options exercisable as to 100%.

/s/ Edward S. Knight, by power 12/14/2012  
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.**