

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* <u>NATIONAL ASSOCIATION OF SECURITIES DEALERS INC</u> (Last) (First) (Middle) 1735 K. STREET, N.W. (Street) WASHINGTON DC 20006 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NASDAQ STOCK MARKET INC [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)
	3. Date of Earliest Transaction (Month/Day/Year) 07/11/2006	
		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

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	07/11/2006		S	V	4,940	D	\$28.22	501,294	D	
Common Stock, par value \$0.01 per share	07/11/2006		S	V	3,300	D	\$28.23	497,994	D	
Common Stock, par value \$0.01 per share	07/11/2006		S	V	6,000	D	\$28.24	491,994	D	
Common Stock, par value \$0.01 per share	07/11/2006		S	V	9,125	D	\$28.25	482,869	D	
Common Stock, par value \$0.01 per share	07/11/2006		S	V	2,100	D	\$28.26	480,769	D	
Common Stock, par value \$0.01 per share	07/11/2006		S	V	15,844	D	\$28.27	464,925	D	
Common Stock, par value \$0.01 per share	07/11/2006		S	V	5,909	D	\$28.28	459,016	D	
Common Stock, par value \$0.01 per share	07/11/2006		S	V	400	D	\$28.29	458,616	D	
Common Stock, par value \$0.01 per share	07/11/2006		S	V	19,286	D	\$28.3	439,330	D	
Common Stock, par value \$0.01 per share	07/11/2006		S	V	3,500	D	\$28.31	435,830	D	
Common Stock, par value \$0.01 per share	07/11/2006		S	V	10,224	D	\$28.32	425,606	D	
Common Stock, par value \$0.01 per share	07/11/2006		S	V	3,600	D	\$28.33	422,006	D	
Common Stock, par value \$0.01 per share	07/11/2006		S	V	2,600	D	\$28.34	419,406	D	
Common Stock, par value \$0.01 per share	07/11/2006		S	V	1,700	D	\$28.35	417,706	D	
Common Stock, par value \$0.01 per share	07/11/2006		S	V	3,434	D	\$28.36	414,272	D	
Common Stock, par value \$0.01 per share	07/11/2006		S	V	4,000	D	\$28.37	410,272	D	
Common Stock, par value \$0.01 per share	07/11/2006		S	V	200	D	\$28.38	410,072	D	
Common Stock, par value \$0.01 per share	07/11/2006		S	V	1,400	D	\$28.39	408,672	D	
Common Stock, par value \$0.01 per share	07/11/2006		S	V	5,612	D	\$28.4	403,060	D	
Common Stock, par value \$0.01 per share	07/11/2006		S	V	415	D	\$28.41	402,645	D	
Common Stock, par value \$0.01 per share	07/11/2006		S	V	1,515	D	\$28.42	401,130	D	
Common Stock, par value \$0.01 per share	07/11/2006		S	V	3,000	D	\$28.43	398,130	D	
Common Stock, par value \$0.01 per share	07/11/2006		S	V	3,300	D	\$28.44	394,830	D	
Common Stock, par value \$0.01 per share	07/11/2006		S	V	1,400	D	\$28.45	393,430	D	
Common Stock, par value \$0.01 per share	07/11/2006		S	V	4,098	D	\$28.46	389,332	D	
Common Stock, par value \$0.01 per share	07/11/2006		S	V	700	D	\$28.47	388,632	D	
Common Stock, par value \$0.01 per share	07/11/2006		S	V	2,200	D	\$28.48	386,432	D	
Common Stock, par value \$0.01 per share	07/11/2006		S	V	1,375	D	\$28.49	385,057	D	
Common Stock, par value \$0.01 per share	07/11/2006		S	V	200	D	\$28.5	384,857	D	

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	07/11/2006		S	V	2,583	D	\$28.53	382,274	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					

Explanation of Responses:

Remarks:

This Form 4 reflects the sale by National Association of Securities Dealers, Inc. ("NASD") of an aggregate of 123,960 shares of common stock, par value \$0.01 per share (the "Common Stock"), of The Nasdaq Stock Market, Inc. Such shares of Common Stock formerly were underlying warrants ("Warrants") issued by NASD to purchase shares of Common Stock held by NASD that expired unexercised. The Warrants originally were each exercisable for one share of Common Stock in each of four approximately one year consecutive exercise periods, the first, second and, third of which expired at the close of business on June 27, 2003, June 25, 2004 and June 27, 2005, respectively, and the last of which expired at the close of business on June 27, 2006. After giving effect to the transactions reported hereby, NASD owns 382,274 shares of Common Stock, a portion of which are underlying Warrants for which exercises were initiated prior to the close of business on June 27, 2006 but for which processing has not been completed.

[National Association of Securities Dealers, Inc. /s/](#)
[Todd Diganci, Executive Vice President and Chief Financial Officer](#) 07/12/2006

** 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.

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