

**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
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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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Executive Vice President</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>03/28/2011</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		
<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								160,200 <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)	\$25.28	03/28/2011		A		22,663		(2)	03/28/2021	Common Stock	22,663	\$0	22,663	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)	\$9.15							(4)	02/18/2014	Common Stock	100,000		100,000	D	
Employee Stock Option (Right to Buy)	\$13.38							(5)	07/24/2012	Common Stock	29,700		29,700	D	
Employee Stock Option (Right to Buy)	\$19.75							(6)	03/04/2020	Common Stock	22,059		22,059	D	
Employee Stock Option (Right to Buy)	\$25.07							(7)	12/17/2018	Common Stock	45,528		45,528	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:**

- Represents (i) 14,000 shares acquired upon the exercise of vested stock options, (ii) 67,620 shares or units of restricted stock, of which 17,620 are vested, (iii) 62,888 unvested shares underlying PSUs and (iv) 15,692 shares purchased under the Employee Stock Purchase Plan.
- Options exercisable on March 28, 2015, subject to accelerated vesting on March 28, 2014, or extension of vesting until March 28, 2016, depending on the achievement of performance goals.

3. Options exercisable as to 100%.
4. Options exercisable as to 100%.
5. Options exercisable as to 100%.
6. Options exercisable on March 4, 2014.
7. Options exercisable on December 17, 2012.
8. Options exercisable as to 100%.
9. Options exercisable as to 100%.

/s/ Edward S. Knight, by power 03/30/2011  
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.**