

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	
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1. Name and Address of Reporting Person* HASSEN RONALD _____ (Last) (First) (Middle) ONE LIBERTY PLAZA _____ (Street) NEW YORK NY 10006 _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol NASDAQ OMX GROUP, INC. [NDAQ]		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) Senior Vice President	
			3. Date of Earliest Transaction (Month/Day/Year) 08/03/2010		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								76,087 ⁽¹⁾	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)	\$35.92	08/03/2010		D			8,766	(2)	12/13/2016	Common Stock	8,766	(3)	0	D	
Employee Stock Option (Right to Buy)	\$45.38	08/03/2010		D			9,025	(4)	12/12/2017	Common Stock	9,025	(3)	0	D	
Employee Stock Option (Right to Buy)	\$20.04	08/03/2010		A			12,707	(5)	08/03/2017	Common Stock	12,707	(3)	12,707	D	
Employee Stock Option (Right to Buy)	\$7.35							(6)	11/15/2014	Common Stock	50,000		50,000	D	
Employee Stock Option (Right to Buy)	\$8.5							(7)	07/29/2013	Common Stock	25,000		25,000	D	
Employee Stock Option (Right to Buy)	\$9.15							(8)	02/18/2014	Common Stock	25,000		25,000	D	
Employee Stock Option (Right to Buy)	\$19.75							(9)	03/04/2020	Common Stock	13,787		13,787	D	
Employee Stock Option (Right to Buy)	\$25.07							(10)	12/17/2018	Common Stock	15,176		15,176	D	

Explanation of Responses:

- Represents (i) 60,142 shares or units of restricted stock, of which 5,374 are vested, (ii) 7,379 unvested shares underlying PSUs and (iii) 8,566 shares purchased under the Employee Stock Purchase Plan.
- Options vested as to 50%. Remaining 50% were to vest on December 13, 2010.
- On August 3, 2010, NASDAQ OMX canceled, pursuant to its Option Exchange Program: (i) options to purchase 8,766 shares of NASDAQ OMX common stock granted to Mr. Hassen on December 13, 2006 and (ii) options to purchase 9,025 shares of NASDAQ OMX common stock granted to Mr. Hassen on December 12, 2007. In exchange for these canceled options, Mr. Hassen received a replacement option grant

to purchase 12,707 shares of NASDAQ OMX common stock with an exercise price of \$20.04 per share.

4. Options were to vest on December 12, 2010.

5. Options exercisable as to one-third on August 3, 2011, one-third on August 3, 2012 and one-third on August 3, 2013.

6. Options vested as to 100%.

7. Options vested as to 100%.

8. Options vested as to 100%.

9. Options exercisable on March 4, 2014, subject to accelerated vesting on March 4, 2013, or extension of vesting until March 4, 2015, depending on the achievement of performance goals.

10. Options exercisable on December 17, 2012.

/s/ Edward S. Knight, by power 08/05/2010
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.

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