
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): February 26, 2009 (February 25, 2009)

THE NASDAQ OMX GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-32651
(Commission File Number)

52-1165937
(I.R.S. Employer
Identification No.)

One Liberty Plaza, New York, New York
(Address of principal executive offices)

10006
(Zip code)

Registrant's telephone number, including area code: +1 212 401 8700

No change since last report
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 26, 2009, The NASDAQ OMX Group, Inc. (the "Company") announced that David P. Warren, Executive Vice President and Chief Financial Officer, has resigned as Chief Financial Officer effective July 2009. Beginning in July, Mr. Warren will oversee a transition period with Adena T. Friedman who will assume the role of Chief Financial Officer. Mr. Warren will remain with the Company through December 2009.

Adena T. Friedman, age 39, currently serves as Executive Vice President of Corporate Strategy and Global Data Products. In her role as head of Corporate Strategy, her responsibilities include identifying and developing strategic opportunities, including mergers and acquisitions. Ms. Friedman led the team responsible for the combination with OMX AB and oversaw the acquisition of INET, as well as NASDAQ's launch of the Closing Cross, a successful price discovery mechanism for the market close. Ms. Friedman also oversees a key business unit, Global Data Products, which is focused on global dissemination of market information and analytical tools to support and provide market transparency for securities traded through NASDAQ OMX exchanges. Prior to the combination with OMX in February 2008, Ms. Friedman served as Executive Vice President of Data Products since January 2002 and head of Corporate Strategy since October 2003. Ms. Friedman also has held a variety of other positions at the Company, including Senior Vice President of Nasdaq Data Products. Ms. Friedman joined the Company in 1993.

A copy of the press release announcing the resignation of Mr. Warren and the appointment of Ms. Friedman is attached as Exhibit 99.1 to this report and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Press release dated February 26, 2009.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 26, 2009

THE NASDAQ OMX GROUP, INC.

By: /s/ Edward S. Knight
Edward S. Knight
Executive Vice President and General Counsel



David Warren to Step Down as Chief Financial Officer in July 2009; Management Transition Plan Announced

NEW YORK, Feb 26, 2009 (GlobeNewswire via COMTEX News Network) — The NASDAQ OMX Group (Nasdaq:NDAQ) today announced that David Warren, Executive Vice President and Chief Financial Officer of NASDAQ OMX, has advised the company that he intends to step down from his role as CFO in July 2009. Until that time, Mr. Warren will continue in his current role. Beginning in July, Mr. Warren will oversee a transition period with Adena Friedman, currently Executive Vice President, Corporate Strategy and Global Data Products, who will assume the role of CFO. Mr. Warren will remain with NASDAQ OMX through December 2009.

“David has been a trusted business partner over the last six years and our business accomplishments during his tenure speak for themselves,” said Bob Greifeld, Chief Executive Officer of NASDAQ OMX. “His unique style and wise counsel will be missed, and we look forward to David’s continued contributions through the end of 2009.”

Mr. Warren joined NASDAQ from Long Island Power Authority in January 2001 as Chief Administrative Officer, and he assumed the expanded role of CFO of NASDAQ in July of that year. During his tenure, Mr. Warren has overseen numerous acquisitions and strategic investments, most notably the combination with OMX and acquisitions of the Philadelphia Stock Exchange and the Boston Stock Exchange in 2008, the acquisition of INET in 2005 and the acquisition of BRUT ECN in 2004.

“It has been a pleasure to work with such a talented and focused management team and I look forward to a smooth transition period,” said Mr. Warren.

About NASDAQ OMX Group

The NASDAQ OMX Group, Inc. is the world’s largest exchange company. It delivers trading, exchange technology and public company services across six continents, with over 3,800 listed companies. NASDAQ OMX offers multiple capital raising solutions to companies around the globe, including its U.S. listings market, NASDAQ OMX Nordic, NASDAQ OMX Baltic, NASDAQ OMX First North, and the U.S. 144A sector. The company offers trading across multiple asset classes including equities, derivatives, debt, commodities, structured products and ETFs. NASDAQ OMX technology supports the operations of over 70 exchanges, clearing organizations and central securities depositories in more than 50 countries.

NASDAQ OMX Nordic and NASDAQ OMX Baltic are not legal entities but describe the common offering from NASDAQ OMX exchanges in Helsinki, Copenhagen, Stockholm, Iceland, Tallinn, Riga, and Vilnius. For more information about NASDAQ OMX, visit <http://www.nasdaqomx.com>.

Cautionary Note Regarding Forward-Looking Statements

The matters described herein contain forward-looking statements that are made under the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, statements about NASDAQ OMX’s products and offerings. We caution that these statements are not guarantees of future performance. Actual results may differ materially from those expressed or implied in the forward-looking statements. Forward-looking statements involve a number of risks, uncertainties or other factors beyond NASDAQ OMX’s control. These factors include, but are not limited to factors detailed in NASDAQ OMX’s annual report on Form 10-K, and periodic reports filed with the U.S. Securities and

Exchange Commission. We undertake no obligation to release any revisions to any forward-looking statements.

This news release was distributed by GlobeNewswire, www.globenewswire.com

The NASDAQ OMX
Group, Inc.

Media Contact:
Bethany Sherman
+1 212 401 8714
bethany.sherman@nasdaqomx.com