

**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>AUST BRUCE</b> <hr/> (Last) (First) (Middle) <b>ONE LIBERTY PLAZA</b> <hr/> (Street) <b>NEW YORK NY 10006</b> <hr/> (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Executive Vice President</b>		
			3. Date of Earliest Transaction (Month/Day/Year) <b>12/31/2012</b>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			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		

**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	12/31/2012		F <sup>(1)</sup>		21,720	D	\$24.99	121,751 <sup>(2)</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					
Employee Stock Option (Right to Buy)	\$7.35							(3)	11/15/2014	Common Stock	130,000	130,000	D	
Employee Stock Option (Right to Buy)	\$9.15							(4)	02/18/2014	Common Stock	90,000	90,000	D	
Employee Stock Option (Right to Buy)	\$19.75							(5)	03/04/2020	Common Stock	25,210	25,210	D	
Employee Stock Option (Right to Buy)	\$25.07							(6)	12/17/2018	Common Stock	45,528	45,528	D	
Employee Stock Option (Right to Buy)	\$25.28							(7)	03/28/2021	Common Stock	25,496	25,496	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:**

- The transactions reported on this Form 4 consist of surrenders of shares to pay withholding taxes in connection with vestings of equity previously granted under NASDAQ OMX's Equity Incentive Plan.
- Represents (i) 7,000 shares of common stock acquired upon exercise of vested stock options, (ii) 32,274 vested shares of restricted stock, (iii) 76,290 shares underlying PSUs, of which 37,006 shares are vested and (iv) 6,187 shares purchased under the Employee Stock Purchase Plan.
- Options exercisable.
- Options exercisable.
- Options exercisable on March 4, 2014.

- 6. Options exercisable.
- 7. Options exercisable on March 28, 2014.
- 8. Options exercisable.
- 9. Options exercisable.

/s/ Edward S. Knight, by power 01/03/2013  
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.**