

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>KNIGHT EDWARD S</u>			2. Issuer Name and Ticker or Trading Symbol <u>NASDAQ OMX GROUP, INC. [NDAQ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Executive Vice President</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/28/2011</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>ONE LIBERTY PLAZA</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NEW YORK NY 10006</u>								
(City) (State) (Zip)								

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	03/28/2011		A		19,778 ⁽¹⁾	A	\$0	170,374 ⁽²⁾	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
Employee Stock Option (Right to Buy)	\$25.28	03/28/2011		A		25,496		(3)	03/28/2021	Common Stock	25,496	\$0	25,496	D	
Employee Stock Option (Right to Buy)	\$7.35							(4)	11/15/2014	Common Stock	150,000		150,000	D	
Employee Stock Option (Right to Buy)	\$9.15							(5)	02/18/2014	Common Stock	75,000		75,000	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	39,458		39,458	D	
Employee Stock Option (Right to Buy)	\$35.92							(8)	12/13/2016	Common Stock	28,801		28,801	D	
Employee Stock Option (Right to Buy)	\$45.38							(9)	12/12/2017	Common Stock	19,555		19,555	D	

Explanation of Responses:

1. Restricted stock vests as to 50% on March 28, 2012 and as to 50% on March 28, 2013.
2. Represents (i) 12,640 shares of common stock acquired upon exercise of vested stock options, (ii) 77,384 shares or units of restricted stock of which 7,606 are vested, (iii) 65,089 unvested shares underlying PSUs and (iv) 15,261 shares purchased pursuant to the Employee Stock Purchase Plan.
3. 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.
4. Options vested as to 100%.
5. Options vested as to 100%.
6. Options exercisable on March 4, 2014.
7. Options exercisable on December 17, 2012.

- 8. Options vested as to 100%.
- 9. Options vested as to 100%.

/s/ Edward S. Knight

03/30/2011

** 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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