

NASDAQ OMX GROUP, INC.
 Form 4
 December 19, 2008

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WARREN DAVID P

2. Issuer Name and Ticker or Trading Symbol
**NASDAQ OMX GROUP, INC.
 [NDAQ]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE LIBERTY PLAZA
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/17/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

NEW YORK, NY 10006
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, par value \$0.01 per share | | | | (A) or (D) Price | 9,615 ⁽¹⁾ | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 25.07 | 12/17/2008 | | A | 39,458 | <u>(2)</u> | 12/17/2018 | Common Stock | 39,458 |
| Employee Stock Option (Right to Buy) | \$ 7.35 | | | | | <u>(3)</u> | 11/15/2014 | Common Stock | 150,000 |
| Employee Stock Option (Right to Buy) | \$ 9.15 | | | | | <u>(4)</u> | 02/18/2014 | Common Stock | 71,000 |
| Employee Stock Option (Right to Buy) | \$ 13 | | | | | <u>(5)</u> | 02/14/2011 | Common Stock | 50,000 |
| Employee Stock Option (Right to Buy) | \$ 35.92 | | | | | <u>(6)</u> | 12/13/2016 | Common Stock | 28,801 |
| Employee Stock Option (Right to Buy) | \$ 45.38 | | | | | <u>(7)</u> | 12/12/2017 | Common Stock | 19,555 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

WARREN DAVID P
ONE LIBERTY PLAZA
NEW YORK, NY 10006

Executive Vice President

Signatures

/s/ Edward S. Knight, by power of
attorney

12/19/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Represents 9,615 shares of unvested restricted stock granted under The NASDAQ OMX Equity Incentive Plan.
- (2) Options exercisable on December 17, 2012, subject to accelerated vesting on December 17, 2011, or extension of vesting until December 17, 2013, depending on the achievement of performance goals.
- (3) Options exercisable as to 50%. Remaining 50% exercisable on January 15, 2009.
- (4) Options exercisable as to 100%.
- (5) Options exercisable as to 100%.
- (6) Options exercisable as to 50% on December 13, 2009 and as to 50% on December 13, 2010.
- (7) Options exercisable on December 12, 2011, subject to accelerated vesting on December 12, 2010, or extension of vesting until December 12, 2012, depending on the achievement of performance goals.

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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