

HASSEN RONALD

Form 4

February 24, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HASSEN RONALD

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)
02/22/2012

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Senior Vice President

NEW YORK, NY 10006

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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)
Common Stock, par value \$0.01 per share	02/22/2012		A	5,934 (1)	A \$ 0 76,876	D	
Common Stock, par value \$0.01 per share	02/22/2012		A	50,000 (2)	A \$ 0 126,876 (3)	D	

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

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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)	8. Price or Value 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)	\$ 7.35					(4) 11/15/2014	Common Stock	47,620
Employee Stock Option (Right to Buy)	\$ 8.5					(5) 07/29/2013	Common Stock	25,000
Employee Stock Option (Right to Buy)	\$ 9.15					(6) 02/18/2014	Common Stock	25,000
Employee Stock Option (Right to Buy)	\$ 19.75					(7) 03/04/2020	Common Stock	13,787
Employee Stock Option (Right to Buy)	\$ 20.04					(8) 08/03/2017	Common Stock	12,707
Employee Stock Option	\$ 25.07					(9) 12/17/2018	Common Stock	15,176

(Right to
Buy)

Employee
Stock

Option \$ 25.28

(Right to
Buy)

(10)

03/28/2021

Common
Stock

14,165

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HASSEN RONALD ONE LIBERTY PLAZA NEW YORK, NY 10006	Senior Vice President

Signatures

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

02/24/2012

__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 the settlement of performance share units (PSUs) that were granted under The NASDAQ OMX Group, Inc. Equity Incentive Plan on March 28, 2011. The ultimate amount of shares to be received under the grant depended upon the achievement of performance goals during a one-year performance period from January 1, 2011 through December 31, 2011. On February 22, 2012, the Management Compensation Committee of NASDAQ OMX's Board of Directors approved the settlement of the PSU grant. The shares underlying the PSUs will vest as to one-third on December 31, 2012, one-third on December 31, 2013 and one-third on December 31, 2014.

(2) Restricted stock vests upon the first to occur of (i) February 22, 2015, provided that Mr. Hassen remains employed by NASDAQ OMX in the position of Controller, or (ii) such earlier date as of which NASDAQ OMX's Chief Financial Officer certifies that Mr. Hassen has served at least 24 months from the date of the award in the position of Controller and has successfully transitioned his replacement as Controller.

(3) Represents (i) 105,572 shares or units of restricted stock, of which 5,572 are vested, (ii) 18,123 shares underlying PSUs, of which 1,147 shares are vested and (iii) 3,181 shares purchased under the Employee Stock Purchase Plan.

(4) Options vested as to 100%.

(5) Options vested as to 100%.

(6) Options vested as to 100%.

(7) Options exercisable on March 4, 2014.

(8) Options vested as to one-third. Options exercisable as to one-third on August 3, 2012 and one-third on August 3, 2013.

(9) Options exercisable on December 17, 2012.

(10) Options exercisable on March 28, 2014.

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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