

NASDAQ OMX GROUP, INC.  
 Form 4  
 February 25, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 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).

**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 \*  
**GREIFELD ROBERT**

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)  
**02/21/2014**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CEO**

**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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock, par value \$0.01 per share | 02/21/2014                           |  | A <sup>(1)</sup>               |   | 57,500  | A  | \$ 0  |
| Common Stock, par value \$0.01 per share | 02/21/2014                           |  | F <sup>(2)</sup>               |   | 25,834  | D  | \$ 38.93  |
|  |                                      |  |                                |   |   |  | 970,947   |
|  |                                      |  |                                |   |   |  | 945,113 <sup>(3)</sup>                                |

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

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SEC 1474 (9-02)



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goals during a three-year performance period from January 1, 2011 through December 31, 2013. On February 21, 2014, NASDAQ OMX's Board of Directors approved the settlement of the PSU grant. The shares underlying the PSUs vested on December 31, 2013.

- (2) Represents the surrender of shares to pay withholding taxes in connection with the settlement of PSUs, as described above.
- (3) Represents (i) 500,000 shares of common stock acquired upon exercise of vested stock options, (ii) 209,383 vested shares of restricted stock and (iii) 235,730 vested shares underlying PSUs.
- (4) Options exercisable as to 100%.
- (5) Options exercisable as to 100%.

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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