HASSEN RONALD

Form 4

February 22, 2013

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number:

January 31,

2005

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Section 16. Form 4 or Form 5 obligations

if no longer

subject to

Check this box

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

2. Issuer Name and Ticker or Trading

NASDAQ OMX GROUP, INC.

3. Date of Earliest Transaction

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

HASSEN RONALD

(Last)

(First)

ONE LIBERTY PLAZA

(Street)

(Middle)

(Month/Day/Year)

Symbol

[NDAQ]

02/20/2013

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

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

Director

10% Owner X\_ Officer (give title Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10006

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

Code (Instr. 8)

3.

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

Form: Direct (D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) or Code V Amount (D)

Transaction(s) (Instr. 3 and 4) Price

Common

Stock, par value \$0.01

per share

02/20/2013

77,011 (2)

D

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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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

8. Pr Deriv Secu (Inst

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			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)	\$ 7.35					(3)	11/15/2014	Common Stock	47,620
Employee Stock Option (Right to Buy)	\$ 19.75					<u>(4)</u>	03/04/2020	Common Stock	13,787
Employee Stock Option (Right to Buy)	\$ 20.04					<u>(5)</u>	08/03/2017	Common Stock	12,707
Employee Stock Option (Right to Buy)	\$ 25.07					<u>(6)</u>	12/17/2018	Common Stock	15,176
Employee Stock Option (Right to Buy)	\$ 25.28					<u>(7)</u>	03/28/2021	Common Stock	14,165

# **Reporting Owners**

Reporting Owner Name / Address	Relationships								
•	Director	10% Owner	Officer			Other			
			~	_					

Senior Vice President

Reporting Owners 2

HASSEN RONALD ONE LIBERTY PLAZA NEW YORK, NY 10006

### **Signatures**

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

02/22/2013

\*\*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).
  - Represents the settlement of performance share units (PSUs) that were granted under The NASDAQ OMX Group, Inc. Equity Incentive Plan on May 7, 2012. The ultimate amount of shares to be received under the grant depended upon the achievement of performance goals
- (1) during a one-year performance period from January 1, 2012 through December 31, 2012. On February 20, 2013, 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, 2013, one-third on December 31, 2014 and one-third on December 31, 2015.
- (2) Represents (i) 55,572 shares or units of restricted stock, of which 5,572 are vested, (ii) 17,257 shares underlying PSUs, of which 7,092 shares are vested and (iii) 4,182 shares purchased under the Employee Stock Puchase Plan.
- (3) Options exercisable.
- (4) Options exercisable on March 4, 2014.
- (5) Options vested as to two-thirds. Options exercisable as to one-third on August 3, 2013.
- (6) Options exercisable.
- (7) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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