

Jochumsen Hans-Ole  
 Form 4  
 February 24, 2012

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Jochumsen Hans-Ole

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  
 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)		
				(A) or (D)	Amount	Price			
Common Stock, par value \$0.01 per share	02/22/2012		A	(1)	56,963	A	\$ 0	154,957 (2)	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)	8. Price or Amount of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 19.75					<u>(3)</u> 03/04/2020	03/04/2020	Common Stock	22,059
Employee Stock Option (Right to Buy)	\$ 25.07					<u>(4)</u> 12/17/2018	12/17/2018	Common Stock	39,458
Employee Stock Option (Right to Buy)	\$ 25.28					<u>(5)</u> 03/28/2021	03/28/2021	Common Stock	33,995
Employee Stock Option (Right to Buy)	\$ 41.36					<u>(6)</u> 03/24/2018	03/24/2018	Common Stock	15,771

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jochumsen Hans-Ole ONE LIBERTY PLAZA NEW YORK, NY 10006			Executive 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).

- 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.
- (1) Represents (i) 50,000 units of restricted stock, of which 15,000 units are vested (ii) 102,508 shares underlying PSUs, of which 7,455 shares are vested and (iii) 2,449 shares purchased pursuant to the Employee Share Purchase Plan.
  - (3) Options exercisable on March 4, 2014.
  - (4) Options exercisable on December 17, 2012.
  - (5) Options exercisable on March 28, 2014.
  - (6) 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. 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.