

NASDAQ OMX GROUP, INC.

Form 4

January 05, 2015

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

OMB APPROVAL

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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 *
JACOBS JOHN2. 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)
12/31/2014____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive 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	12/31/2014		F(1)	6,394 D	\$ 47.96 111,468 (2)	D	

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

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information contained in this form are not
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(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)	\$ 19.75							<u>(3)</u>	03/04/2020	Common Stock	22,059
Employee Stock Option (Right to Buy)	\$ 25.07							<u>(3)</u>	12/17/2018	Common Stock	45,528
Employee Stock Option (Right to Buy)	\$ 25.28							<u>(3)</u>	03/28/2021	Common Stock	22,663
Employee Stock Option (Right to Buy)	\$ 35.92							<u>(3)</u>	12/13/2016	Common Stock	32,558
Employee Stock Option (Right to Buy)	\$ 45.38							<u>(3)</u>	12/12/2017	Common Stock	22,564

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	Executive Vice President

JACOBS JOHN
ONE LIBERTY PLAZA
NEW YORK, NY 10006

Signatures

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

01/05/2015

__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) The transactions reported on this Form 4 consist of surrenders of shares to pay withholding taxes in connection with vestings of equity previously granted under Nasdaq's Equity Incentive Plan.
- (2) Represents (i) 33,934 vested shares of restricted stock, (ii) 58,195 vested shares underlying performance share units, and (iii) 19,339 shares purchased under the Employee Stock Purchase Plan.
- (3) Options exercisable.

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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