NASDAQ STOCK MARKET INC
Form 4/A
November 25, 2005

| P1 |  | OMB APPRROVAL |
| :---: | :---: | :---: |
|  | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | OMB Number: 3235-0287 |
| Check this box if no longer |  | Expires: $\quad \begin{array}{r}\text { January 31, } \\ 2005\end{array}$ |
| subject to Section 16. | SECURITIES | Estimated average burden hours per |
| Form 4 or |  | response... 0.5 |
| Form 5 <br> obligations may continue | 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 |  |
| See Instruction | 30(h) of the Investment Company Act of 1940 |  |
| 1(b). |  |  |

(Print or Type Responses)


| (City) | (State) | 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. <br> Transactio <br> Code <br> (Instr. 8) <br> Code V | 4. Securit <br> (A) or Dis <br> (Instr. 3, <br> Amount | es Acc posed and 5 <br> (A) or (D) | quired of (D) Price | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. <br> Ownership <br> Form: Direct <br> (D) or <br> Indirect (I) <br> (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 11/15/2005 |  | M | 14,000 | A | \$ 13 | 14,000 | D |  |
| Common <br> Stock | 11/15/2005 |  | F | 4,872 | D | $\begin{aligned} & \$ \\ & 37.35 \end{aligned}$ | 8,705 | D |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
Persons who respond to the collection of
SEC 1474 information contained in this form are not
(9-02) required to respond unless the form displays a currently valid OMB control number.

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


## Reporting Owners

## Reporting Owner Name / Address

## Relationships

Director $10 \%$ Owner Officer Other
WARREN DAVID P
ONE LIBERTY PLAZA Executive Vice President
NEW YORK, NY 10006

## Signatures

/s/ Edward S. Knight, by power of attorney
${ }_{-}^{* *}$ Signature of Reporting Person
11/25/2005

Date

## Edgar Filing: NASDAQ STOCK MARKET INC - Form 4/A

## 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. $78 \mathrm{ff}(\mathrm{a})$.
(1) Represents shares of restricted stock originally granted under The Nasdaq Stock Market, Inc. Equity Incentive Plan.
(2) Option exercisable as to 23,001 shares on December 31, 2001, as to an additional 11,849 shares on August 14, 2002, as to an additional 11,152 shares on February 14, 2003 and as to an additional 11,849 shares on each of August 14, 2003 and February 14, 2004.

Options exercisable as to $50 \%$ on January 15,2009 ("tranche 1"), subject to accelerated vesting of the entire tranche 1 on January 15, 2008, or in the alternative, extension of vesting of the entire tranche 1 until January 15, 2010, depending on whether applicable
(3) performance goals to be determined by the Board of Directors are met. Options exercisable as to $50 \%$ on January 15, 2010 ("tranche 2"), subject to accelerated vesting of the entire tranche 2 on January 15,2009 , or in the alternative, extension of vesting of the entire tranche 2 until January 15,2011 , depending on whether applicable performance goals to be determined by the Board of Directors are met.
(4) Option exercisable as to $100 \%$ on February $18,2007$.
(5) Option exercisable as to 14,619 shares on December 31, 2001, as to an additional 7,531 shares on August 14,2002 , as to an additional 7,088 shares on February 14, 2003 and as to an additional 7,531 shares on each of August 14, 2003 and February 14, 2004.

## Remarks:

The purpose of this amendment is to revise certain supporting information included in the original filing.
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.

