

FRIEDMAN ADENA T

Form 4

March 08, 2010

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 *
 FRIEDMAN ADENA T

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)
 03/04/2010

____ Director ____ 10% Owner
☒ 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)
☒ 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)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share					232,706 ⁽¹⁾	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)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 19.75	03/04/2010		A		34,664		<u>(2)</u>	03/04/2020	Common Stock	34,664
Employee Stock Option (Right to Buy)	\$ 7.35							<u>(3)</u>	11/15/2014	Common Stock	195,000
Employee Stock Option (Right to Buy)	\$ 9.15							<u>(4)</u>	02/18/2014	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 25.07							<u>(5)</u>	12/17/2018	Common Stock	60,704
Employee Stock Option (Right to Buy)	\$ 35.92							<u>(6)</u>	12/13/2016	Common Stock	32,558
Employee Stock Option (Right to Buy)	\$ 45.38							<u>(7)</u>	12/12/2017	Common Stock	30,085

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer

Other

FRIEDMAN ADENA T
ONE LIBERTY PLAZA
NEW YORK, NY 10006

Executive Vice President

Signatures

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

03/08/2010

__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 (i) 19,000 shares of common stock acquired upon exercise of vested options, (ii) 167,661 shares or units of restricted stock, of
(1) which 12,226 are vested, (iii) 46,044 unvested shares underlying PSUs and (iv) 1 share purchased under the Employee Stock Purchase Plan
(2) Options exercisable on March 4, 2014, subject to accelerated vesting on March 4, 2013, or extension of vesting until March 4, 2015, depending on the achievement of performance goals.
(3) Represents exercisable options.
(4) Represents exercisable options.
(5) Options exercisable on December 17, 2012.
(6) Options vested as to 50%. Remaining 50% exercisable on December 13, 2010.
(7) Options exercisable on December 12, 2010.

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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