AUST BRUCE Form 4 February 25, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

(Last)

(City)

1. Name and Address of Reporting Person * **AUST BRUCE**

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

NASDAQ OMX GROUP, INC.

[NDAQ]

(Check all applicable)

(Middle)

(Zip)

3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify below) below)

ONE LIBERTY PLAZA 02/23/2011

4. If Amendment, Date Original

Executive Vice President 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10006

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned Following (Instr. 4) (Instr. 4) Reported

D

(A) Code V Amount (D)

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

Common

per share

Stock, par 02/23/2011 value \$0.01

32,405 Α (1)

\$0 133,972 (2)

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.

Edgar Filing: AUST BRUCE - Form 4

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transacti Code (Instr. 8)			vative rities ired r osed)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	7 (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	200,000
Employee Stock Option (Right to Buy)	\$ 9.15							<u>(4)</u>	02/18/2014	Common Stock	90,000
Employee Stock Option (Right to Buy)	\$ 19.75							<u>(5)</u>	03/04/2020	Common Stock	25,210
Employee Stock Option (Right to Buy)	\$ 25.07							<u>(6)</u>	12/17/2018	Common Stock	45,528
Employee Stock Option (Right to Buy)	\$ 35.92							<u>(7)</u>	12/13/2016	Common Stock	32,558
Employee Stock Option (Right to Buy)	\$ 45.38							<u>(8)</u>	12/12/2017	Common Stock	22,564

8. F Der Sec (Ins

Edgar Filing: AUST BRUCE - Form 4

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

AUST BRUCE

ONE LIBERTY PLAZA NEW YORK, NY 10006 **Executive Vice President**

Signatures

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

02/25/2011

**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 4, 2010. The ultimate amount of shares to be received under the grant depended upon the achievement of performance

- (1) goals during a one-year performance period from January 1, 2010 through December 31, 2010. On February 23, 2011, 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, 2011, one-third on December 31, 2012 and one-third on December 31, 2013.
- Represents (i) 7,000 shares of common stock acquired upon exercise of vested stock options, (ii) 55,885 shares or units of restricted stock, (2) of which 5,885 are vested, (iii) 66,939 unvested shares underlying PSUs and (iv) 4,148 shares purchased under the Employee Stock Purchase Plan.
- (3) Options exercisable.
- (4) Options exercisable.
- (5) Options exercisable on March 4, 2014.
- (6) Options exercisable on December 17, 2012.
- (7) Options exercisable.
- (8) 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. 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.

Reporting Owners 3