

JACOBS JOHN  
Form 4  
February 25, 2011

**FORM 4**

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

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

**OMB APPROVAL**

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JACOBS JOHN

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)  
02/23/2011

\_\_\_\_ 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)
			Code	V	Amount (A) or (D)	Price	
Common Stock, par value \$0.01 per share	02/23/2011		A		28,354 (1)	A \$ 0	160,200 (2) D

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

**Persons who respond to the collection of  
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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)	8. F Der Sec (Ins
				Code	V (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					(4) 02/18/2014	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 13.38					(5) 07/24/2012	Common Stock	29,700
Employee Stock Option (Right to Buy)	\$ 19.75					(6) 03/04/2020	Common Stock	22,059
Employee Stock Option (Right to Buy)	\$ 25.07					(7) 12/17/2018	Common Stock	45,528
Employee Stock Option (Right to Buy)	\$ 35.92					(8) 12/13/2016	Common Stock	32,558
Employee Stock	\$ 45.38					(9) 12/12/2017	Common Stock	22,564

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACOBS JOHN ONE LIBERTY PLAZA NEW YORK, NY 10006			Executive Vice President	

/s/ Edward S. Knight, by power of attorney  
02/25/2011

Date \_\_\_\_\_

- |     |  |
|-----|--|
| *   | If the form is filed by more than one reporting person, <i>see</i> Instruction 4(b)(v).  |
| **  | Intentional misstatements or omissions of facts constitute Federal Criminal Violations. <i>See</i> 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).   |
| (1) | <p>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 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.</p> <p>Represents (i) 14,000 shares acquired upon the exercise of vested stock options, (ii) 67,620 shares or units of restricted stock, of which 17,620 are vested, (iii) 62,888 unvested shares underlying PSUs and (iv) 15,692 shares purchased under the Employee Stock Purchase Plan.</p> |
| (3) | Options exercisable as to 100%.  |
| (4) | Options exercisable as to 100%.  |
| (5) | Options exercisable as to 100%.  |
| (6) | Options exercisable on March 4, 2014.  |
| (7) | Options exercisable on December 17, 2012.  |
| (8) | Options exercisable as to 100%.  |
| (9) | Options exercisable as to 100%.  |