

KNIGHT EDWARD S

Form 4

March 28, 2012

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 *
KNIGHT EDWARD S2. 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)
03/26/2012☐ 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 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 | 03/26/2012 | | S ⁽¹⁾ | 10,000 D \$ 27 | 193,821 | D | |
| Common Stock, par value \$0.01 per share | 03/28/2012 | | F | 4,540 D \$ 26.42 | 189,281 ⁽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
information contained in this form are not**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 | 150,000 | |
| Employee Stock Option (Right to Buy) | \$ 9.15 | | | | | (4) 02/18/2014 | Common Stock | 75,000 | |
| Employee Stock Option (Right to Buy) | \$ 19.75 | | | | | (5) 03/04/2020 | Common Stock | 22,059 | |
| Employee Stock Option (Right to Buy) | \$ 25.07 | | | | | (6) 12/17/2018 | Common Stock | 39,458 | |
| Employee Stock Option (Right to Buy) | \$ 25.28 | | | | | (7) 03/28/2021 | Common Stock | 25,496 | |
| Employee Stock Option (Right to | \$ 35.92 | | | | | (8) 12/13/2016 | Common Stock | 28,801 | |

Buy)

Employee

Stock

Option \$ 45.38

(Right to

Buy)

(9)

12/12/2017

Common
Stock

19,555

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| | Director 10% Owner Officer Other |
| KNIGHT EDWARD S ONE LIBERTY PLAZA NEW YORK, NY 10006 | Executive Vice President |

Signatures

/s/ Edward S.
Knight

03/28/2012

**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 sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 2, 2012.

Represents (i) shares of common stock acquired upon exercise of vested stock options, (ii) vested and unvested shares or units of restricted stock, (iii) vested and unvested shares underlying PSUs, and (iv) shares purchased pursuant to the Employee Stock Purchase Plan.

(3) Options vested as to 100%.

(4) Options vested as to 100%.

(5) Options exercisable on March 4, 2014.

(6) Options exercisable on December 17, 2012.

(7) Options exercisable on March 28, 2014.

(8) Options vested as to 100%.

(9) Options vested as to 100%.

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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