

KNIGHT EDWARD S

Form 4

September 17, 2012

**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 \*  
KNIGHT EDWARD S

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)  
09/13/2012

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) 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 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	09/13/2012		M	952	A \$ 7.35	175,169	D
Common Stock, par value \$0.01 per share	09/13/2012		S <sup>(1)</sup>	952	D \$ 24.26	174,217	D
Common Stock, par value \$0.01 per share	09/14/2012		M	19,048	A \$ 7.35	193,265	D

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Common  
Stock, par  
value \$0.01  
per share

09/14/2012

S<sup>(1)</sup> 19,048 D \$ 24.26 174,217 <sup>(2)</sup> 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)

**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)	\$ 7.35	09/13/2012		M	952	<u>(3)</u>	11/15/2014	Common Stock	952
Employee Stock Option (Right to Buy)	\$ 7.35	09/14/2012		M	19,048	<u>(3)</u>	11/15/2014	Common Stock	19,048
Employee Stock Option (Right to Buy)	\$ 9.15					<u>(4)</u>	02/18/2014	Common Stock	75,000
Employee Stock Option (Right to Buy)	\$ 19.75					<u>(5)</u>	03/04/2020	Common Stock	22,059
Employee Stock Option	\$ 25.07					<u>(6)</u>	12/17/2018	Common Stock	39,458

(Right to  
Buy)

Employee  
Stock

Option \$ 25.28

(7)

03/28/2021

Common  
Stock

25,496

(Right to  
Buy)

Employee  
Stock

Option \$ 35.92

(8)

12/13/2016

Common  
Stock

28,801

(Right to  
Buy)

Employee  
Stock

Option \$ 45.38

(9)

12/12/2017

Common  
Stock

19,555

(Right to  
Buy)

## 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 09/17/2012

\_\_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 in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on April 26, 2012, and amended on July 27, 2012.  
Represents (i) 7,878 shares of common stock acquired upon exercise of vested stock options, (ii) 54,102 shares or units of restricted stock, of which 44,213 are vested, (iii) 94,937 shares underlying PSUs, of which 9,587 shares are vested and (iv) 17,300 shares purchased under the Employee Stock Purchase Plan.
- (2) of which 44,213 are vested, (iii) 94,937 shares underlying PSUs, of which 9,587 shares are vested and (iv) 17,300 shares purchased under 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.

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(8) Options vested as to 100%.

(9) Options vested as to 100%.

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