

NASDAQ OMX GROUP, INC.

Form 4

September 09, 2014

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Wittman Thomas A

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)  
09/05/2014

\_\_\_\_ 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<br>Security<br>(Instr. 3)             | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/05/2014                              |                                                             | M                                    | 4,662 A                                                             | \$<br>19.75                                                                                                        | 51,961                                                               | D                                                                              |
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/05/2014                              |                                                             | M                                    | 4,924 A                                                             | \$<br>25.07                                                                                                        | 56,885                                                               | D                                                                              |
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/05/2014                              |                                                             | M                                    | 3,782 A                                                             | \$<br>25.75                                                                                                        | 60,667                                                               | D                                                                              |

Edgar Filing: NASDAQ OMX GROUP, INC. - Form 4

|                                                   |            |   |        |   |                    |            |   |
|---------------------------------------------------|------------|---|--------|---|--------------------|------------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/05/2014 | S | 13,368 | D | \$<br>43.05<br>(1) | 47,299     | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 09/05/2014 | S | 222    | D | \$ 43              | 47,077 (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 required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 19.75                                                              | 09/05/2014                              |                                                             | M                                       |                                                                                                                 | 4,662                                                          |     | (3)<br>03/04/2020                                                   |                    | Common<br>Stock | 4,662                               |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 25.07                                                              | 09/05/2014                              |                                                             | M                                       |                                                                                                                 | 4,924                                                          |     | (3)<br>12/17/2018                                                   |                    | Common<br>Stock | 4,924                               |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 25.75                                                              | 09/05/2014                              |                                                             | M                                       |                                                                                                                 | 3,782                                                          |     | (3)<br>08/04/2018                                                   |                    | Common<br>Stock | 3,782                               |
| Employee<br>Stock<br>Option                         | \$ 25.28                                                              |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | (3)<br>03/28/2021                                                   |                    | Common<br>Stock | 12,748                              |

(Right to  
Buy)

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                          |       |
|-------------------------------------------------------------|---------------|-----------|--------------------------|-------|
|                                                             | Director      | 10% Owner | Officer                  | Other |
| Wittman Thomas A<br>ONE LIBERTY PLAZA<br>NEW YORK, NY 10006 |               |           | Executive Vice President |       |

## Signatures

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

09/09/2014

\_\_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).

- The price reported in this box is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.00 to \$43.14, inclusive. The reporting person undertakes to provide to The NASDAQ OMX Group, Inc., any security holder of The NASDAQ OMX Group, Inc. or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (1) to this Form 4.
- (1) Represents (i) 34,456 units of restricted stock, of which 25,497 are vested and (ii) 12,621 shares underlying PSUs, of which 4,316 are vested.
  - (2) Options exercisable.
  - (3) 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.