

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
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|  |         |          |  |  |  |   |  |  |
|--|---------|----------|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person*<br><b>HASSEN RONALD</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>NASDAQ STOCK MARKET INC [ NDAQ ]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Senior Vice President</b> |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>12/12/2007</b>                  |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |  |
| <b>ONE LIBERTY PLAZA</b>   |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                               |  |  |   |  |  |
| (Street)<br><b>NEW YORK NY 10006</b>                             |         |          |  |  |  |   |  |  |
| (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 Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|--|
|  |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |  |
| Common Stock, par value \$0.01 per share | 12/12/2007                           |  | A                              |   | 3,305 <sup>(1)</sup>  | A          | \$0   | 16,574 <sup>(2)</sup>   | D  |  |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Employee Stock Option (Right to Buy)       | \$45.38  | 12/12/2007                           |  | A                              |   | 9,025  |     | (3)  | 12/12/2017      | Common Stock  | 9,025                                      | \$0  | 9,025   | D  |       |
| Employee Stock Option (Right to Buy)       | \$7.35   |                                      |  |                                |   |  |     | (4)  | 11/15/2014      | Common Stock  | 50,000                                     |  | 50,000  | D  |       |
| Employee Stock Option (Right to Buy)       | \$8.5  |                                      |  |                                |   |  |     | (5)  | 07/29/2013      | Common Stock  | 25,000                                     |  | 25,000  | D  |       |
| Employee Stock Option (Right to Buy)       | \$9.15   |                                      |  |                                |   |  |     | (6)  | 02/18/2014      | Common Stock  | 25,000                                     |  | 25,000  | D  |       |
| Employee Stock Option (Right to Buy)       | \$35.92  |                                      |  |                                |   |  |     | (7)  | 12/13/2016      | Common Stock  | 8,766                                      |  | 8,766   | D  |       |

**Explanation of Responses:**

- Restricted stock vests on December 12, 2011, subject to accelerated vesting on December 12, 2010, or extension of vesting until December 12, 2012, depending on the achievement of performance goals.
- Represents (i) 10,705 shares of restricted stock granted under The Nasdaq Stock Market, Inc. Equity Incentive Plan, of which 4,474 shares have vested and (ii) an additional 5,869 shares of Common Stock purchased pursuant to The Nasdaq 2000 Employee Stock Purchase Plan.
- Options exercisable on December 12, 2011, subject to accelerated vesting on December 12, 2010, or extension of vesting until December 12, 2012, depending on the achievement of performance goals.
- Options exercisable as to 50% on January 15, 2008 and as to 50% on January 15, 2009.
- Options vested as to 100%.
- Options vested as to 100%.
- Options exercisable as to 50% on December 13, 2010, subject to accelerated vesting on December 13, 2009, or extension of vesting until December 13, 2011, depending on the achievement of performance goals. Options exercisable as to 50% on December 13, 2011, subject to accelerated vesting on December 13, 2010, or extension of vesting until December 13, 2012, depending on the achievement of performance goals.

/s/ Edward S. Knight, by power of attorney 12/14/2007

\*\* Signature of Reporting Person Date

\* 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).

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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