

**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>AUST BRUCE</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>NASDAQ OMX GROUP, INC. [ NDAQ ]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Executive Vice President</b> |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>02/22/2012</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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|  |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |
| Common Stock, par value \$0.01 per share | 02/22/2012                           |  | A                              |   | 42,723 <sup>(1)</sup>   | A          | \$0   | 160,047 <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   | Amount or Number of Shares |  |  |   |  |
| Employee Stock Option (Right to Buy)       | \$7.35   |                                      |  |                                |   |  |     | (3)  | 11/15/2014      | Common Stock  | 150,000                    |  | 150,000  | D   |  |
| Employee Stock Option (Right to Buy)       | \$9.15   |                                      |  |                                |   |  |     | (4)  | 02/18/2014      | Common Stock  | 90,000                     |  | 90,000   | D   |  |
| Employee Stock Option (Right to Buy)       | \$19.75  |                                      |  |                                |   |  |     | (5)  | 03/04/2020      | Common Stock  | 25,210                     |  | 25,210   | D   |  |
| Employee Stock Option (Right to Buy)       | \$25.07  |                                      |  |                                |   |  |     | (6)  | 12/17/2018      | Common Stock  | 45,528                     |  | 45,528   | D   |  |
| Employee Stock Option (Right to Buy)       | \$25.28  |                                      |  |                                |   |  |     | (7)  | 03/28/2021      | Common Stock  | 25,496                     |  | 25,496   | D   |  |
| Employee Stock Option (Right to Buy)       | \$35.92  |                                      |  |                                |   |  |     | (8)  | 12/13/2016      | Common Stock  | 32,558                     |  | 32,558   | D   |  |
| Employee Stock Option (Right to Buy)       | \$45.38  |                                      |  |                                |   |  |     | (9)  | 12/12/2017      | Common Stock  | 22,564                     |  | 22,564   | D   |  |

**Explanation of Responses:**

- Represents the settlement of performance share units (PSUs) that were granted under The NASDAQ OMX Group, Inc. Equity Incentive Plan on March 28, 2011. 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, 2011 through December 31, 2011. On February 22, 2012, 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, 2012, one-third on December 31, 2013 and one-third on December 31, 2014.
- Represents (i) 7,000 shares of common stock acquired upon exercise of vested stock options, (ii) 49,852 shares or units of restricted stock, of which 14,852 are vested, (iii) 98,010 shares underlying PSUs, of which 11,545 shares are vested and (iv) 5,185 shares purchased under the Employee Stock Purchase Plan.
- Options exercisable.

4. Options exercisable.
5. Options exercisable on March 4, 2014.
6. Options exercisable on December 17, 2012.
7. Options exercisable on March 28, 2014.
8. Options exercisable.
9. Options exercisable.

/s/ Edward S. Knight, by power 02/24/2012  
of attorney.

\*\* Signature of Reporting Person      Date

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

\* 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.

**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 Number.**