

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* HASSEN RONALD			2. Issuer Name and Ticker or Trading Symbol NASDAQ OMX GROUP, INC. [NDAQ]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Senior Vice President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/21/2009			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
ONE LIBERTY PLAZA			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) NEW YORK NY 10006								
(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	10/21/2009		A		50,000 ⁽¹⁾	A	\$0	68,036 ⁽²⁾	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					
Employee Stock Option (Right to Buy)	\$7.35							(3)	11/15/2014	Common Stock 50,000		50,000	D	
Employee Stock Option (Right to Buy)	\$8.5							(4)	07/29/2013	Common Stock 25,000		25,000	D	
Employee Stock Option (Right to Buy)	\$9.15							(5)	02/18/2014	Common Stock 25,000		25,000	D	
Employee Stock Option (Right to Buy)	\$25.07							(6)	12/17/2018	Common Stock 15,176		15,176	D	
Employee Stock Option (Right to Buy)	\$35.92							(7)	12/13/2016	Common Stock 8,766		8,766	D	
Employee Stock Option (Right to Buy)	\$45.38							(8)	12/12/2017	Common Stock 9,025		9,025	D	

Explanation of Responses:

- Restricted stock vests as to 100% on March 31, 2012.
- Represents (i) 60,705 shares or units of restricted stock granted under The NASDAQ OMX Group, Inc. Equity Incentive Plan, of which 4,474 shares have vested and (ii) an additional 7,331 shares of common stock purchased pursuant to The NASDAQ OMX 2000 Employee Stock Purchase Plan.
- Options vested as to 100%.
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- Options exercisable on December 17, 2012, subject to accelerated vesting on December 17, 2011, or extension of vesting until December 17, 2013, depending on the achievement of performance goals.
- Options exercisable as to 50% on December 13, 2009 and as to 50% on December 13, 2010.
- Options exercisable on December 12, 2010.

/s/ Edward S. Knight, by power 10/23/2009
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.