

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

1. Name and Address of Reporting Person* <u>HUTCHINS GLENN H</u> (Last) (First) (Middle) <u>9 WEST 57TH STREET</u> <u>25TH FLOOR</u> (Street) <u>NEW YORK NY 10019</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NASDAQ STOCK MARKET INC [NDAQ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/10/2007</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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	12/10/2007		s ⁽³⁾		600	D	\$46.305	386,263	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007		s ⁽³⁾		100	D	\$46.3075	386,163	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007		s ⁽³⁾		800	D	\$46.31	385,363	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007		s ⁽³⁾		500	D	\$46.315	384,863	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007		s ⁽³⁾		1,385	D	\$46.32	383,478	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007		s ⁽³⁾		500	D	\$46.325	382,978	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007		s ⁽³⁾		878	D	\$46.33	382,100	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007		s ⁽³⁾		1,500	D	\$46.335	380,600	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007		s ⁽³⁾		400	D	\$46.34	380,200	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007		s ⁽³⁾		500	D	\$46.345	379,700	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾

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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	12/10/2007		S ⁽³⁾		2,227	D	\$46.35	377,473	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007		S ⁽³⁾		100	D	\$46.355	377,373	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007		S ⁽³⁾		100	D	\$46.365	377,273	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007		S ⁽³⁾		725	D	\$46.37	376,548	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007		S ⁽³⁾		100	D	\$46.375	376,448	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007		S ⁽³⁾		175	D	\$46.38	376,273	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007		S ⁽³⁾		200	D	\$46.385	376,073	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007		S ⁽³⁾		700	D	\$46.395	375,373	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007		S ⁽³⁾		360	D	\$46.4	375,013	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007		S ⁽³⁾		1,200	D	\$46.43	373,813	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007		S ⁽³⁾		500	D	\$46.45	373,313	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007		S ⁽³⁾		100	D	\$46.4525	373,213	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007		S ⁽³⁾		300	D	\$46.455	372,913	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007		S ⁽³⁾		100	D	\$46.4575	372,813	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007		S ⁽³⁾		300	D	\$46.48	372,513	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾

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	12/10/2007		s ⁽³⁾		200	D	\$46.485	372,313	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007		s ⁽³⁾		100	D	\$46.4875	372,213	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007		s ⁽³⁾		100	D	\$46.49	372,113	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007		s ⁽³⁾		200	D	\$46.495	371,913	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007		s ⁽³⁾		2,100	D	\$46.5	369,813	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾

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					

Explanation of Responses:

- The Silver Lake Funds referred to herein are (i) Silver Lake Investors, L.P., (ii) Silver Lake Partners TSA, L.P., (iii) Silver Lake Technology Investors II, L.P. and (iv) Silver Lake Partners II TSA, L.P. Mr. Hutchins is a managing director of (i) Silver Lake Technology Associates, L.L.C., which is the general partner of Silver Lake Investors, L.P. and Silver Lake Partners TSA, L.P., and (ii) Silver Lake Technology Associates II, L.L.C., which is the general partner of Silver Lake Technology Investors II, L.P. and Silver Lake Partners II TSA, L.P. Mr. Hutchins disclaims beneficial ownership of the securities of the Issuer held by each such entity, except to the extent of any pecuniary interest he may have therein.
- Mr. Hutchins also directly beneficially owns 6,130 shares of restricted Common Stock granted to him pursuant to the Issuer's Equity Incentive Plan. Pursuant to his arrangements with Silver Lake Technology Management, L.L.C. with respect to director compensation, such shares or the proceeds therefrom are expected to be assigned to Silver Lake Technology Management, L.L.C.
- Shares sold pursuant to a Rule 10b5-1 Sales Plan adopted by Silver Lake Investors, L.P., Silver Lake Partners TSA, L.P., Silver Lake Technology Investors II, L.P. and Silver Lake Partners II TSA, L.P. with respect to the Common Stock of the Issuer.

Remarks:

Second of Thirteen Forms

Karen M. King, Attorney-in-Fact 12/12/2007

** 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.