

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 2, 2006 (October 2, 2006)

THE NASDAQ STOCK MARKET, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-32651
(Commission File Number)

52-1165937
(I.R.S. Employer
Identification No.)

One Liberty Plaza, New York, New York 10006

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (212) 401-8700

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On October 2, 2006, The Nasdaq Stock Market, Inc. sent a notice to listed companies announcing changes to Nasdaq's listing product and listing fees, subject to SEC approval. A copy of the notice to listed companies is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. The pricing changes disclosed in the notice to listed companies are not expected to have a material impact on Nasdaq's financial results.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Exhibit Description
99.1	Notice to Listed Companies dated October 2, 2006.

The matters described herein contain forward-looking statements that are made under the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, statements about the changes to Nasdaq's listing product and listing fees. We caution that these statements are not guarantees of future performance. Actual results may differ materially from those expressed or implied in the forward-looking statements. Forward-looking statements involve a number of risks, uncertainties or other factors beyond NASDAQ's control. These factors include, but are not limited to factors detailed in NASDAQ's annual report on Form 10-K, and periodic reports filed with the U.S. Securities and Exchange Commission. We undertake no obligation to release any revisions to any forward-looking statements.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE NASDAQ STOCK MARKET, INC.

Dated: October 2, 2006

By:

/s/ Edward S. Knight_

Edward S. Knight

Executive Vice President and General Counsel

Subject: Changes to the NASDAQ pricing structure add value to your listing

At NASDAQ, we strongly believe that your annual listing fee should represent more than just inclusion in a stock market -- it should provide tangible value back to your company and your shareholders. With this in mind, NASDAQ is redefining the listing product to include a package of issuer benefits, previously not included as part of the annual listing fee. These products assist our listed companies with compliance, shareholder communications and visibility objectives. To support this initiative, NASDAQ has proposed a new pricing structure reflecting the addition of these products and services at a significant price advantage for NASDAQ-listed companies.

- The proposed new pricing structure translates into a nominal annual fee increase -- all companies will maintain a price advantage when compared to NYSE and ARCA listing fees.
- The new value-added package of products and services are items that every listed company currently uses and needs and is valued well over the listing fee increase, representing a cost savings to your company.

Below are the proposed annual fee schedules for The NASDAQ Global and NASDAQ Global Select Markets and The NASDAQ Capital Market. These proposed fees are for 2007 and subject to SEC approval. I look forward to sharing the details of the new package of products and services with you in the near future. Please contact your NASDAQ Relationship Manager if you have any questions.

Sincerely,

/s/ Bruce Aust

Bruce Aust
Executive Vice President
NASDAQ Corporate Client Group

Proposed 2007 Annual Fee Schedule for The NASDAQ Global and NASDAQ Global Select Markets

TOTAL SHARES OUTSTANDING	PROPOSED ANNUAL FEE
Up to 10,000,000	\$30,000
10,000,001 to 25,000,000	\$35,000
25,000,001 to 50,000,000	\$37,500
50,000,001 to 75,000,000	\$45,000
75,000,001 to 100,000,000	\$65,500
100,000,001 to 150,000,000	\$85,000
Over 150,000,001	\$95,000

Proposed 2007 Annual Fee Schedule for The NASDAQ Capital Market

TOTAL SHARES OUTSTANDING	PROPOSED ANNUAL FEE
All TSO	\$27,500

Proposed 2007 LAS Fees

Listing of Additional Shares	\$5000 or \$.01 per additional shares (whichever is higher with a maximum of \$65,000)
Maximum annual fee	\$65,000