

**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* <b>AUST BRUCE</b>			2. Issuer Name and Ticker or Trading Symbol <b>NASDAQ OMX GROUP, INC. [ NDAQ ]</b>			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) <b>Executive Vice President</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/07/2013</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <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) <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	02/07/2013		M		5,000	A	\$7.35	126,751	D	
Common Stock, par value \$0.01 per share	02/07/2013		S <sup>(1)</sup>		5,000	D	\$28.97	121,751 <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)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$7.35	02/07/2013		M		5,000	(3)	11/15/2014	Common Stock	5,000	\$0	120,000	D	
Employee Stock Option (Right to Buy)	\$9.15						(4)	02/18/2014	Common Stock	82,500		82,500	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:**

- The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 7, 2012.
- Represents (i) 7,000 shares of common stock acquired upon exercise of vested stock options, (ii) 32,274 vested shares of restricted stock, (iii) 76,290 shares underlying PSUs, of which 37,006 shares are vested and (iv) 6,187 shares purchased under the Employee Stock Purchase Plan.

3. Options exercisable.
4. Options exercisable.
5. Options exercisable on March 4, 2014.
6. Options exercisable.
7. Options exercisable on March 28, 2014.
8. Options exercisable.
9. Options exercisable.

/s/ Edward S. Knight, by power  
of attorney 02/08/2013

\*\* 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.**