

**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><u>Ewing Anna M</u> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>NASDAQ OMX GROUP, INC. [ NDAQ ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Executive Vice President</u> |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/14/2009</u>                 |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person                                    |  |  |
| <u>ONE LIBERTY PLAZA</u>  |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                              |  |  |  |  |  |
| (Street)<br><u>NEW YORK NY 10006</u>                            |         |          |   |  |  |  |  |  |
| (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 | 12/14/2009                           |  | F                              |   | 2,581   | D          | \$19.93 | 236,794 <sup>(1)</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 |   |  |  |   |  |
| Employee Stock Option (Right to Buy)       | \$7.35   |                                      |  |                                |   |  |     | (2)  | 11/15/2014      | Common Stock  | 50,000                                     | 50,000   | D   |  |
| Employee Stock Option (Right to Buy)       | \$25.07  |                                      |  |                                |   |  |     | (3)  | 12/17/2018      | Common Stock  | 45,528                                     | 45,528   | D   |  |
| Employee Stock Option (Right to Buy)       | \$35.92  |                                      |  |                                |   |  |     | (4)  | 12/13/2016      | Common Stock  | 32,558                                     | 32,558   | D   |  |
| Employee Stock Option (Right to Buy)       | \$45.38  |                                      |  |                                |   |  |     | (5)  | 12/12/2017      | Common Stock  | 22,564                                     | 22,564   | D   |  |

**Explanation of Responses:**

- Represents (i) 7,000 shares of common stock acquired upon exercise of vested stock options, (ii) 203,717 shares or units of restricted stock, of which 48,282 shares are vested, (iii) 12,396 unvested shares underlying PSUs and (iii) 13,681 shares purchased under the Employee Stock Purchase Plan.
- Options exercisable.
- 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 vested as to 50%. Remaining 50% exercisable on December 13, 2010.
- Options exercisable on December 12, 2010.

/s/ Edward S. Knight, by power of attorney 12/16/2009

\*\* 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.

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