SEC Form 4

FORM 4

□ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*] **Jochumsen Hans-Ole** (Last)　　(First)　　(Middle) **ONE LIBERTY PLAZA** (Street) **NEW YORK　NY　10006** (City)　　(State)　　(Zip)	2. Issuer Name **and** Ticker or Trading Symbol **NASDAQ OMX GROUP, INC.** [NDAQ] 3. Date of Earliest Transaction (Month/Day/Year) 11/19/2013 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☐ Director 　 ☐ 10% Owner X Officer (give title below) 　 ☐ Other (specify below) **Executive Vice President** 6. Individual or Joint/Group Filing (Check Applicable Line) X 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, par value $0.01 per share	11/19/2013		M		39,458	A	$25.07	148,462	D	
Common Stock, par value $0.01 per share	11/19/2013		S		54,458	D	$37	94,004[(1)]	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	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	$25.07	11/19/2013		M			39,458	[(2)]	12/17/2018	Common Stock	39,458	$0	0	D	
Employee Stock Option (Right to Buy)	$19.75							[(3)]	03/04/2020	Common Stock	22,059		22,059	D	
Employee Stock Option (Right to Buy)	$25.28							[(4)]	03/28/2021	Common Stock	33,995		33,995	D	
Employee Stock Option (Right to Buy)	$41.36							[(5)]	03/24/2018	Common Stock	15,771		15,771	D	

Explanation of Responses:

1. Represents (i) 14,700 units of vested restricted stock (ii) 74,883 shares underlying PSUs, of which 27,455 shares are vested and (iii) 4,421 shares purchased pursuant to the Employee Share Purchase Plan.

2. Options exercisable as to 100%.

3. Options exercisable on March 4, 2014.

4. Options exercisable on March 28, 2014.

5. Options exercisable as to 100%.

/s/ Edward S. Knight, by power of attorney 　　　 11/21/2013

** 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.