

AUST BRUCE
Form 4
February 24, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
AUST BRUCE

2. Issuer Name and Ticker or Trading Symbol
NASDAQ OMX GROUP, INC.
[NDAQ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE LIBERTY PLAZA
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

NEW YORK, NY 10006
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share	02/22/2012		A		42,723 (1)	A	\$ 0
					160,047	(2)	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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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 Underlying Securities (Instr. 3 and 4)	8. Fair Value of Derivative Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.35					<u>(3)</u> 11/15/2014	Common Stock	150,000	
Employee Stock Option (Right to Buy)	\$ 9.15					<u>(4)</u> 02/18/2014	Common Stock	90,000	
Employee Stock Option (Right to Buy)	\$ 19.75					<u>(5)</u> 03/04/2020	Common Stock	25,210	
Employee Stock Option (Right to Buy)	\$ 25.07					<u>(6)</u> 12/17/2018	Common Stock	45,528	
Employee Stock Option (Right to Buy)	\$ 25.28					<u>(7)</u> 03/28/2021	Common Stock	25,496	
Employee Stock Option (Right to Buy)	\$ 35.92					<u>(8)</u> 12/13/2016	Common Stock	32,558	
Employee Stock	\$ 45.38					<u>(9)</u> 12/12/2017	Common Stock	22,564	

Option
(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AUST BRUCE ONE LIBERTY PLAZA NEW YORK, NY 10006			Executive Vice President	

Signatures

/s/ Edward S. Knight, by power of
attorney 02/24/2012

__Signature of Reporting Person Date

Explanation of Responses:

* 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).

Represents the settlement of performance share units (PSUs) that were granted under The NASDAQ OMX Group, Inc. Equity Incentive Plan on March 28, 2011. The ultimate amount of shares to be received under the grant depended upon the achievement of performance goals during a one-year performance period from January 1, 2011 through December 31, 2011. On February 22, 2012, the Management Compensation Committee of NASDAQ OMX's Board of Directors approved the settlement of the PSU grant. The shares underlying the PSUs will vest as to one-third on December 31, 2012, one-third on December 31, 2013 and one-third on December 31, 2014.

(2) Represents (i) 7,000 shares of common stock acquired upon exercise of vested stock options, (ii) 49,852 shares or units of restricted stock, of which 14,852 are vested, (iii) 98,010 shares underlying PSUs, of which 11,545 shares are vested and (iv) 5,185 shares purchased under the Employee Stock Purchase Plan.

(3) Options exercisable.

(4) Options exercisable.

(5) Options exercisable on March 4, 2014.

(6) Options exercisable on December 17, 2012.

(7) Options exercisable on March 28, 2014.

(8) Options exercisable.

(9) Options exercisable.

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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