

**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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Borse Dubai LTD</u>  (Last) (First) (Middle) <u>P.O. BOX 506690</u> <u>LEVEL 7, PRECINCT BUILDING 5, GATE DIST.</u>  (Street) <u>D.I.F.C., DUBAI C0</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NASDAQ OMX GROUP, INC. [ NDAQ ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/16/2010</u>	
		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

**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	12/16/2010 <sup>(1)</sup>		S		22,781,000	D <sup>(1)</sup>	\$21.82 <sup>(1)</sup>	29,780,515 <sup>(2)</sup>	D	
Common Stock	12/16/2010 <sup>(3)</sup>		S		8,000,000	D <sup>(3)</sup>	\$21.71 <sup>(3)</sup>	29,780,515 <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					

1. Name and Address of Reporting Person* <u>Borse Dubai LTD</u>  (Last) (First) (Middle) <u>P.O. BOX 506690</u> <u>LEVEL 7, PRECINCT BUILDING 5, GATE DIST.</u>  (Street) <u>D.I.F.C., DUBAI C0</u>  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Investment CORP of Dubai</u>  (Last) (First) (Middle) <u>P.O. BOX 333888</u>  (Street) <u>DUBAI C0</u>  (City) (State) (Zip)
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**Explanation of Responses:**

1. On December 16, 2010, Borse Dubai Limited ("Borse Dubai") entered into a Redemption and Sale Agreement (the "Redemption and Sale Agreement") with The NASDAQ OMX Group, Inc. ("Nasdaq"), setting forth the terms and conditions of the redemption by Nasdaq, and sale by Borse Dubai, of 22,781,000 shares of Nasdaq common stock (the "Shares") at a price of \$21.82 per Share (the "Purchase Price" and such transaction, the "Redemption and Sale"). Under the terms of the Redemption and Sale Agreement, the closing of the Redemption and Sale will take place on December 21, 2010.

2. Investment Corporation of Dubai is the majority shareholder of Borse Dubai. Investment Corporation of Dubai is therefore deemed to have beneficial ownership of all of the Non-Derivative Securities and Derivative Securities held by Borse Dubai. 12,120,148 Shares are held directly by Borse Dubai, after giving effect to the Redemption and Sale and the Purchase and Sale (as defined below). 17,660,367 Shares

are held directly by Borse Dubai Nasdaq Share Trust (the "Trust"), of which Borse Dubai is the sole beneficial owner. As the sole beneficial owner of the Trust, Borse Dubai is therefore deemed to have indirect beneficial ownership of all the Shares held by the Trust. Borse Dubai is the direct and indirect beneficial owner of 29,780,515 Shares.

3. On December 16, 2010, Borse Dubai entered into a Purchase and Sale Agreement (the "Purchase and Sale Agreement") with Nomura International plc ("Nomura"), setting forth the terms and conditions of the purchase by Nomura and sale by Borse Dubai, of 8,000,000 Shares at the Purchase Price less an arrangement fee (the "Purchase and Sale"). Under the terms of the Purchase and Sale Agreement, the closing of the Purchase and Sale will take place on December 21, 2010, simultaneously with the closing of the Redemption and Sale.

**Remarks:**

Exhibit 99.1 Signature (filed herewith), which is incorporated herein by reference. Exhibit 99.2 Joint Filing Agreement (filed herewith), which is incorporated herein by reference.

/s/ By: Essa Kazim, Chairman 12/17/2010  
of Borse Dubai Limited

/s/ By: Marwan Lutfi, Director 12/17/2010  
of Borse Dubai Limited

/s/ By: Khalifa Al Daboos,  
Director of Investment 12/17/2010  
Corporation of Dubai

\*\* 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.**

**SIGNATURE**

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this Form 4 is true, complete and correct.

Dated: December 17, 2010

**INVESTMENT CORPORATION OF DUBAI**

By: /s/ Khalifa Al Daboos  
Name: Khalifa Al Daboos  
Title: Director

**BORSE DUBAI LIMITED**

By: /s/ Essa Kazim  
Name: Essa Kazim  
Title: Chairman

By: /s/ Marwan Lutfi  
Name: Marwan Lutfi  
Title: Director

**BORSE DUBAI NASDAQ SHARE TRUST**

By: Borse Dubai Limited, authorized signatory

By: /s/ Essa Kazim  
Name: Essa Kazim  
Title: Chairman

By: /s/ Marwan Lutfi  
Name: Marwan Lutfi  
Title: Director

**JOINT FILING AGREEMENT**

Pursuant to and in accordance with the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder, each party hereto hereby agrees to the joint filing, on behalf of each of them, of any filing required by such party under Section 13 or Section 16 of the Exchange Act or any rule or regulation thereunder (including any amendment, restatement, supplement and/or exhibit thereto) with the Securities and Exchange Commission (and, if such security is registered on a national securities exchange, also with the exchange), and further agrees to the filing, furnishing, and/or incorporation by reference of this agreement as an exhibit thereto. This agreement shall remain in full force and effect until revoked by any party hereto in a signed writing provided to each other party hereto, and then only with respect to such revoking party.

IN WITNESS WHEREOF, each party hereto, being duly authorized, has caused this agreement to be executed and effective as of the date first written above.

Dated: December 17, 2010

**INVESTMENT CORPORATION OF DUBAI**

By: /s/ Khalifa Al Daboos  
Name: Khalifa Al Daboos  
Title: Director

**BORSE DUBAI LIMITED**

By: /s/ Essa Kazim  
Name: Essa Kazim  
Title: Chairman

By: /s/ Marwan Lutfi  
Name: Marwan Lutfi  
Title: Director

**BORSE DUBAI NASDAQ SHARE TRUST**

By: Borse Dubai Limited, authorized signatory

By: /s/ Essa Kazim  
Name: Essa Kazim  
Title: Chairman

By: /s/ Marwan Lutfi  
Name: Marwan Lutfi  
Title: Director