

**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* <b>JACOBS JOHN</b> <hr/> (Last) (First) (Middle) <b>ONE LIBERTY PLAZA</b> <hr/> (Street) <b>NEW YORK NY 10006</b> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>NASDAQ STOCK MARKET 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>		
			3. Date of Earliest Transaction (Month/Day/Year) <b>10/15/2007</b>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			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, par value \$0.01 per share	10/15/2007		M		10,000	A	\$13	54,615	D	
Common Stock, par value \$0.01 per share	10/15/2007		S <sup>(1)</sup>		10,000	D	\$40.33	44,615 <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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$13	10/15/2007		M			10,000	(3)	02/14/2011	Common Stock	10,000	\$0	3,600	D	
Employee Stock Option (Right to Buy)	\$7.35							(4)	11/15/2014	Common Stock	200,000		200,000	D	
Employee Stock Option (Right to Buy)	\$8.5							(5)	07/29/2013	Common Stock	30,300		30,300	D	
Employee Stock Option (Right to Buy)	\$9.15							(6)	02/18/2014	Common Stock	100,000		100,000	D	
Employee Stock Option (Right to Buy)	\$13.38							(7)	07/24/2012	Common Stock	32,100		32,100	D	
Employee Stock Option (Right to Buy)	\$35.92							(8)	12/13/2016	Common Stock	32,558		32,558	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 February 20, 2007.
- Includes (i) 14,000 shares acquired upon the exercise of vested stock options, (ii) 17,620 shares of restricted stock granted under The Nasdaq Stock Market, Inc. Equity Incentive Plan, of which 6,750 shares are vested and (iii) 12,995 shares acquired under The Nasdaq 2000 Employee Stock Purchase Plan.
- Options exercisable as to 100%.
- Options exercisable as to 50% on January 15, 2008 and as to 50% on January 15, 2009.
- Options exercisable as to 100%.
- Options exercisable as to 100%.
- Options exercisable as to 100%.
- Options exercisable as to 50% on December 13, 2010, subject to accelerated vesting on December 13, 2009, or extension of vesting until December 13, 2011, depending on the achievement of performance goals to be determined by the Board of Directors. Options exercisable as to 50% on December 13, 2011, subject to accelerated vesting on December 13, 2010, or extension of vesting until December 13, 2012, depending on the achievement of performance goals to be determined by the Board of Directors.

/s/ Edward S. Knight, by power 10/16/2007  
of attorney.

\*\* 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.**