

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <b>GREIFELD ROBERT</b>  (Last) (First) (Middle) <b>ONE LIBERTY PLAZA</b>  (Street) <b>NEW YORK NY 10006</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>NASDAQ OMX GROUP, INC. [ NDAQ ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Executive Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>06/30/2009</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									509,383 <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	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$21.31	06/30/2009		A		900,000		(2)	06/30/2019	Common Stock	900,000	\$0	900,000	D	
Employee Stock Option (Right to Buy)	\$5.28							(3)	04/15/2013	Common Stock	700,000		700,000	D	
Employee Stock Option (Right to Buy)	\$6.3							(4)	06/11/2013	Common Stock	1,000,000		1,000,000	D	
Employee Stock Option (Right to Buy)	\$35.92							(5)	12/13/2016	Common Stock	960,000		960,000	D	

**Explanation of Responses:**

- Represents (i) 300,000 shares of common stock acquired by Mr. Greifeld upon exercise of stock options, (ii) 100,000 shares of restricted stock granted under The NASDAQ OMX Group, Inc. Equity Incentive Plan (the "Equity Plan") on each of May 12, 2004 and 2005, and (iii) an additional 100,000 shares of restricted stock granted outside the Equity Plan on June 11, 2003, of which 90,617 shares have been withheld in payment of taxes relating to the vesting of shares of restricted stock.
- Options exercisable as to 450,000 shares on each of December 31, 2011 and December 31, 2012.
- Options exercisable as to 100%.
- Options exercisable as to 100%.
- Options exercisable as to 80,000 shares on December 13, 2007, 160,000 shares on December 13, 2008, 240,000 shares on December 13, 2009, 240,000 shares on December 13, 2010, 160,000 shares on December 13, 2011 and 80,000 shares on December 13, 2012.

/s/ Edward S. Knight, by power of attorney 07/02/2009

\*\* 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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