

**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>HASSEN RONALD</u>  (Last) (First) (Middle) <u>ONE LIBERTY PLAZA</u>  (Street) <u>NEW YORK NY 10006</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/10/2012</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	08/10/2012		M		25,000	A	\$8.5	131,964	D	
Common Stock, par value \$0.01 per share	08/10/2012		M		25,000	A	\$9.15	156,964	D	
Common Stock, par value \$0.01 per share	08/10/2012		S		50,000	D	\$23.29 <sup>(1)</sup>	106,964 <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
Employee Stock Option (Right to Buy)	\$8.5	08/10/2012		M			25,000	(3)	07/29/2013	Common Stock	25,000	\$0	0	D	
Employee Stock Option (Right to Buy)	\$9.15	08/10/2012		M			25,000	(4)	02/18/2014	Common Stock	25,000	\$0	0	D	
Employee Stock Option (Right to Buy)	\$7.35							(5)	11/15/2014	Common Stock	47,620		47,620	D	
Employee Stock Option (Right to Buy)	\$19.75							(6)	03/04/2020	Common Stock	13,787		13,787	D	
Employee Stock Option (Right to Buy)	\$20.04							(7)	08/03/2017	Common Stock	12,707		12,707	D	
Employee Stock Option (Right to Buy)	\$25.07							(8)	12/17/2018	Common Stock	15,176		15,176	D	
Employee Stock Option (Right to Buy)	\$25.28							(9)	03/28/2021	Common Stock	14,165		14,165	D	

**Explanation of Responses:**

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.20 to \$23.37, inclusive. The reporting person undertakes to provide to The NASDAQ OMX Group, Inc., any security holder of The NASDAQ OMX Group, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (1) to this Form 4.

2. Represents (i) 84,659 shares or units of restricted stock, of which 34,659 are vested, (ii) 18,123 shares underlying PSUs, of which 1,147 shares are vested and (iii) 4,182 shares purchased under the Employee Stock Purchase Plan.

3. Options exercisable.

4. Options exercisable.

5. Options exercisable.

6. Options exercisable on March 4, 2014.

7. Options vested as to two-thirds. Options exercisable as to one-third on August 3, 2013.

8. Options exercisable on December 17, 2012.

9. Options exercisable on March 28, 2014.

/s/ Edward S. Knight, by power 08/14/2012  
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.**