

NASDAQ OMX GROUP, INC.  
Form 4/A  
May 23, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**INVESTOR AB**

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)  
ARSENALSGATAN 8C, S-103 32  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/14/2012

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

STOCKHOLM, V7 00000

4. If Amendment, Date Original Filed(Month/Day/Year)  
05/16/2012

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock                    | 05/14/2012                           |  | P                              | 300,000 A   | \$ 23.5345 (1) (3) 19,254,142 (3)   | I  | See footnote (2)                           |

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

**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 control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: NASDAQ OMX GROUP, INC. - Form 4/A

| 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| INVESTOR AB<br>ARSENALSGATAN 8C, S-103 32<br>STOCKHOLM, V7 00000         |               | X         |         |       |
| Patricia Holding AB<br>ARSENALSGATAN 8C, S-103 32<br>STOCKHOLM, V7 00000 |               | X         |         |       |

## Signatures

Investor AB By: /s/ Petra Hedengran Name: Petra Hedengran Title: Managing Director and General Counsel

05/23/2012

\_\_Signature of Reporting Person

Date

Patricia Holding AB By: /s/ Anna Troedsson Wiklander Name: Anna Troedsson Wiklander Title: Chair of the Board By: /s/ Louis de Geer Name: Louis de Geer Title: Board Member

05/23/2012

\_\_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).

- (1) This price represents the approximate weighted average price per share of shares of common stock of NASDAQ OMX Group, Inc. (the "Issuer"), par value \$0.01 per share (the "Common Stock"), of purchases that were executed at prices ranging from \$23.17 to \$23.60 per share. Investor AB and Patricia Holding AB undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information about the number of shares of Common Stock purchased at each price.
- (2) These shares of Common Stock are held by Patricia Holding AB. Investor AB is the sole shareholder of Patricia Holding AB.
- (3) This amendment is being filed to add the price information set forth in footnote 1 and to correct the Total Amount of Securities Beneficially Owned.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.