

KNIGHT EDWARD S
Form 4
December 14, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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).

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 *
KNIGHT EDWARD S

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)
ONE LIBERTY PLAZA
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/12/2012

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Executive Vice President

NEW YORK, NY 10006
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	12/12/2012		M		30,000	A	\$ 7.35
Common Stock, par value \$0.01 per share	12/12/2012		S ⁽¹⁾		30,000	D	\$ 24.25
Common Stock, par value \$0.01 per share	12/12/2012		M		75,000	A	\$ 9.15

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Common
 Stock, par
 value \$0.01
 per share

12/12/2012

S⁽¹⁾ 75,000 D \$ 24.25 174,217 ⁽²⁾ D

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

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 (9-02)

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.35	12/12/2012		M	30,000	⁽³⁾ 11/15/2014	Common Stock 30,000
Employee Stock Option (Right to Buy)	\$ 9.15	12/12/2012		M	75,000	⁽⁴⁾ 02/18/2014	Common Stock 75,000
Employee Stock Option (Right to Buy)	\$ 19.75					⁽⁵⁾ 03/04/2020	Common Stock 22,059
Employee Stock Option (Right to Buy)	\$ 25.07					⁽⁶⁾ 12/17/2018	Common Stock 39,458
Employee Stock Option	\$ 25.28					⁽⁷⁾ 03/28/2021	Common Stock 25,496

(Right to Buy)					
Employee Stock Option	\$ 35.92	(8)	12/13/2016	Common Stock	28,801
(Right to Buy)					
Employee Stock Option	\$ 45.38	(9)	12/12/2017	Common Stock	19,555
(Right to Buy)					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KNIGHT EDWARD S ONE LIBERTY PLAZA NEW YORK, NY 10006			Executive Vice President	

Signatures

/s/ Edward S. Knight
12/14/2012

__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) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 8, 2012.
Represents (i) 7,878 shares of common stock acquired upon exercise of vested stock options, (ii) 54,102 shares or units of restricted stock, (iii) 94,937 shares underlying PSUs, of which 9,587 shares are vested and (iv) 17,300 shares purchased under the Employee Stock Purchase Plan.
- (2) of which 44,213 are vested, (iii) 94,937 shares underlying PSUs, of which 9,587 shares are vested and (iv) 17,300 shares purchased under the Employee Stock Purchase Plan.
- (3) Options vested as to 100%.
- (4) Options vested as to 100%.
- (5) Options exercisable on March 4, 2014.
- (6) Options exercisable on December 17, 2012.
- (7) Options exercisable on March 28, 2014.
- (8) Options vested as to 100%.
- (9) Options vested as to 100%.

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.