

NASDAQ OMX GROUP, INC.

Form 3

March 10, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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 \*

Johnson James L. Jr.

(Last) (First) (Middle)

ONE LIBERTY PLAZA

(Street)

NEW YORK, NY 10006

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

02/27/2008

3. Issuer Name and Ticker or Trading Symbol

NASDAQ OMX GROUP, INC. [NDAQ]

4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Senior Vice President

5. 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 Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock, par value \$0.01 per share

6,485 <sup>(1)</sup>

D

A

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)Date Expiration  
Exercisable Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)Title Amount or  
Number of4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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|                                         |       |            |                 | Shares |          | (I)<br>(Instr. 5) |   |
|-----------------------------------------|-------|------------|-----------------|--------|----------|-------------------|---|
| Employee Stock Option<br>(Right to Buy) | Â (2) | 11/15/2014 | Common<br>Stock | 20,000 | \$ 7.35  | D                 | Â |
| Employee Stock Option<br>(Right to Buy) | Â (3) | 12/08/2013 | Common<br>Stock | 30,000 | \$ 9     | D                 | Â |
| Employee Stock Option<br>(Right to Buy) | Â (4) | 02/18/2014 | Common<br>Stock | 10,000 | \$ 9.15  | D                 | Â |
| Employee Stock Option<br>(Right to Buy) | Â (5) | 12/13/2016 | Common<br>Stock | 10,018 | \$ 35.92 | D                 | Â |
| Employee Stock Option<br>(Right to Buy) | Â (6) | 12/12/2017 | Common<br>Stock | 8,574  | \$ 45.38 | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                         |       |
|-----------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                 | Director      | 10% Owner | Officer                 | Other |
| Johnson James L. Jr.<br>ONE LIBERTY PLAZA<br>NEW YORK, NY 10006 | Â             | Â         | Â Senior Vice President | Â     |

## Signatures

/s/ Edward S. Knight, by power of attorney 03/10/2008

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents shares of unvested restricted stock granted under Nasdaq's equity plan.
- (2) Options exercisable as to 50%. Remaining 50% exercisable on January 15, 2009.
- (3) Represents exercisable options.
- (4) Represents exercisable options.
- (5) Options exercisable as to 50% on December 13, 2009 and as to 50% on December 13, 2010.
- (6) Options exercisable on December 12, 2011, subject to accelerated vesting on December 12, 2010, or extension of vesting until December 12, 2012, depending on the achievement of performance goals.

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.