

JACOBS JOHN
Form 4
October 31, 2011

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 *
JACOBS JOHN

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)
10/27/2011

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

NEW YORK, NY 10006

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

(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) | (A) or (D) | 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 | Price | | |
| Common Stock, par value \$0.01 per share | 10/27/2011 | | M | | 13,245 | A \$ 13.38 | 174,482 | D |
| Common Stock, par value \$0.01 per share | 10/27/2011 | | S ⁽¹⁾ | | 13,245 | D \$ 26 | 161,237 | D |
| Common Stock, par value \$0.01 per share | 10/28/2011 | | M | | 12,490 | A \$ 13.38 | 173,727 | D |

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Common
 Stock, par
 value \$0.01 10/28/2011 S⁽¹⁾ 12,490 D \$ 26 161,237 ⁽²⁾ D
 per share

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

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SEC 1474
 (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) | \$ 13.38 | 10/27/2011 | | M | 13,245 | ⁽³⁾ 07/24/2012 | Common Stock 13,245 |
| Employee Stock Option (Right to Buy) | \$ 13.38 | 10/28/2011 | | M | 12,490 | ⁽³⁾ 07/24/2012 | Common Stock 12,490 |
| Employee Stock Option (Right to Buy) | \$ 7.35 | | | | | ⁽⁴⁾ 11/15/2014 | Common Stock 200,000 |
| Employee Stock Option (Right to Buy) | \$ 9.15 | | | | | ⁽⁵⁾ 02/18/2014 | Common Stock 100,000 |
| Employee Stock Option (Right to Buy) | \$ 19.75 | | | | | ⁽⁶⁾ 03/04/2020 | Common Stock 22,059 |

| | | | | | |
|--|----------|------|------------|-----------------|--------|
| Buy) | | | | | |
| Employee Stock Option (Right to Buy) | \$ 25.07 | (7) | 12/17/2018 | Common Stock | 45,528 |
| Employee Stock Option (Right to Buy) | \$ 25.28 | (8) | 03/28/2021 | Common Stock | 22,663 |
| Employee Stock Option (Right to Buy) | \$ 35.92 | (9) | 12/13/2016 | Common Stock | 32,558 |
| Employee Stock Option (Right to Buy) | \$ 45.38 | (10) | 12/12/2017 | Common Stock | 22,564 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JACOBS JOHN ONE LIBERTY PLAZA NEW YORK, NY 10006 | | | Executive Vice President | |

Signatures

/s/ Edward S. Knight, by power of attorney
10/31/2011

**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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 4, 2011.
- (2) Represents (i) 14,000 shares acquired upon the exercise of vested stock options, (ii) 67,620 shares or units of restricted stock, of which 32,620 are vested, (iii) 62,888 unvested shares underlying PSUs and (iv) 16,729 shares purchased under the Employee Stock Purchase Plan.
- (3) Options exercisable as to 100%.
- (4) Options exercisable as to 100%.

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- (5) Options exercisable as to 100%.
- (6) Options exercisable on March 4, 2014.
- (7) Options exercisable on December 17, 2012.
- (8) Options exercisable on March 28, 2015, subject to accelerated vesting on March 28, 2014, or extension of vesting until March 28, 2016, depending on the achievement of performance goals.
- (9) Options exercisable as to 100%.
- (10) Options exercisable 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.

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