### Edgar Filing: Nielsen Hans Munk - Form 4/A

Nielsen Hans	s Munk										
Form 4/A	0										
May 22, 2009 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								PPROVAL 3235-0287			
Check thi if no long subject to Section 1 Form 4 or Form 5 obligation may cont <i>See</i> Instru 1(b).	6. Filed pu Section 17	rsuant to ( (a) of the	F CHAN	GES IN I SECUR 5(a) of the ility Hold	BENEFI ITIES e Securit ling Com	<b>CIA</b> ies E	xchang Act o	NERSHIP OF e Act of 1934, f 1935 or Sectio 40	Expires: Estimated a burden hou response	rs per	
(Print or Type F	Responses)										
Nielsen Hans MunkSysNA			Symbol	NASDAQ OMX GROUP, INC.				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (RTY PLAZA	(Middle)		Earliest Tra ay/Year)	ansaction			X Director Officer (give below)		• Owner er (specify	
File			Filed(Mon	4. If Amendment, Date Original Filed(Month/Day/Year) 08/13/2008				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
								Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Securi	ities Acc	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	) Execution any	med on Date, if Day/Year)	3. Transactio Code (Instr. 8)		ispose	d of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock, par value \$0.01	08/12/2008			Code V P	Amount 4,000		Price \$ 33.5	(Instr. 3 and 4) 6,272 (1)	D		
per share											

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

De Se	Title of erivative ecurity nstr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transact Code (Instr. 8)	5. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3,	;	Date	Amou Unde Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code N	4, and 5) 7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r o	Director	10% Owner	Officer	Other			
Nielsen Hans Munk ONE LIBERTY PLAZA NEW YORK, NY 10006	Х						
Signatures							
/s/ Edward S. Knight, by power attorney	r of	05/2	22/2009				

<u>\*\*</u>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) Represents (a) 2,272 shares of restricted stock granted under The NASDAQ OMX Group, Inc. Equity Incentive Plan and (b) 4,000 shares of common stock acquired through open-market purchases.

#### **Remarks:**

The purpose of this amendment is to correct the information in Table 1, Column 5. In the previous filing, this amount was inco

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.