HASSEN RONALD

Form 4 March 08, 2010

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31,

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \*

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

**HASSEN RONALD** 

NASDAQ OMX GROUP, INC.

(Check all applicable)

[NDAQ]

(Last) (First) 3. Date of Earliest Transaction

X\_ Officer (give title below)

10% Owner Other (specify

(Month/Day/Year)

03/04/2010

below) Senior Vice President

6. Individual or Joint/Group Filing(Check

ONE LIBERTY PLAZA

(Month/Day/Year)

(Middle)

(Zip)

Applicable Line)

Director

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

3.

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10006

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

(A)

Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

Common

(City)

Stock, par value \$0.01 per share

74,852 (1) D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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)	\$ 19.75	03/04/2010		A	13,787		<u>(2)</u>	03/04/2020	Common Stock	13,787
Employee Stock Option (Right to Buy)	\$ 7.35						(3)	11/15/2014	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 8.5						<u>(4)</u>	07/29/2013	Common Stock	25,000
Employee Stock Option (Right to Buy)	\$ 9.15						<u>(5)</u>	02/18/2014	Common Stock	25,000
Employee Stock Option (Right to Buy)	\$ 25.07						<u>(6)</u>	12/17/2018	Common Stock	15,176
Employee Stock Option (Right to Buy)	\$ 35.92						<u>(7)</u>	12/13/2016	Common Stock	8,766
Employee Stock Option (Right to	\$ 45.38						(8)	12/12/2017	Common Stock	9,025

Buy)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HASSEN RONALD ONE LIBERTY PLAZA NEW YORK, NY 10006

Senior Vice President

### **Signatures**

/s/ Edward S. Knight, by power of attorney

03/08/2010

\*\*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 (i) 60,142 shares or units of restricted stock, of which 5,374 are vested, (ii) 7,379 unvested shares underlying PSUs and (iii) 7,331 shares purchased under the Employee Stock Purchase Plan.
- Options exercisable on March 4, 2014, subject to accelerated vesting on March 4, 2013, or extension of vesting until March 4, 2015, depending on the achievement of performance goals.
- (3) Options vested as to 100%.
- (4) Options vested as to 100%.
- (5) Options vested as to 100%.
- (6) Options exercisable on December 17, 2012.
- (7) Options vested as to 50%. Remaining 50% exercisable on December 13, 2010.
- (8) Options exercisable on December 12, 2010.

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.

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