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HASSEN RONA Form 4											
August 05, 2010	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									PPROVAL 3235-0287	
Check this bo if no longer subject to Section 16. Form 4 or Form 5 obligations may continue <i>See</i> Instruction 1(b).	STATE Filed pu Section 17	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 20(b) of the Investment Company Act of 1940								January 31 Expires: 200 Estimated average burden hours per response 0.	
(Print or Type Resp	onses)										
1. Name and Address of Reporting Person <u>*</u> HASSEN RONALD			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			3. Date of Earliest Transaction (Month/Day/Year) 08/03/2010					Director 10% Owner X Officer (give title Other (specify below) below) Senior Vice President			
			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecurit	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned	
Security (M (Instr. 3)	Transaction Da Aonth/Day/Yea	r) Executio any	on Date, if	3. Transactic Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D) 4 and 2 (A) or)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock, par value \$0.01 per share								76,087 <u>(1)</u>	D		

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

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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. 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 Underlying Securitie (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy)	\$ 35.92	08/03/2010		D		8,766	(2)	12/13/2016	Common Stock	8,76
Employee Stock Option (Right to Buy)	\$ 45.38	08/03/2010		D		9,025	<u>(4)</u>	12/12/2017	Common Stock	9,02
Employee Stock Option (Right to Buy)	\$ 20.04	08/03/2010		A	12,707		(5)	08/03/2017	Common Stock	12,70
Employee Stock Option (Right to Buy)	\$ 7.35						<u>(6)</u>	11/15/2014	Common Stock	50,00
Employee Stock Option (Right to Buy)	\$ 8.5						<u>(7)</u>	07/29/2013	Common Stock	25,00
Employee Stock Option (Right to Buy)	\$ 9.15						(8)	02/18/2014	Common Stock	25,00
Employee Stock Option (Right to Buy)	\$ 19.75						<u>(9)</u>	03/04/2020	Common Stock	13,7

Employee Stock Option \$ 25.07 (Right to Buy)

(10) 12/17/2018 Common 15,1 Stock 15,1

Reporting Owners

Relationships **Reporting Owner Name / Address** Director 10% Owner Officer Other HASSEN RONALD Senior Vice President ONE LIBERTY PLAZA NEW YORK, NY 10006 Signatures /s/ Edward S. Knight, by power of 08/05/2010 attorney **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) 8,566 shares purchased under the Employee Stock Purchase Plan.
- (2) Options vested as to 50%. Remaining 50% were to vest on December 13, 2010.

On August 3, 2010, NASDAQ OMX canceled, pursuant to its Option Exchange Program: (i) options to purchase 8,766 shares of NASDAQ OMX common stock granted to Mr. Hassen on December 13, 2006 and (ii) options to purchase 9,025 shares of NASDAQ OMX common stock granted to Mr. Hassen on December 12, 2007. In exchange for these canceled options, Mr. Hassen received a replacement option grant to purchase 12,707 shares of NASDAQ OMX common stock with an exercise price of \$20.04 per share.

- (4) Options were to vest on December 12, 2010.
- (5) Options exercisable as to one-third on August 3, 2011, one-third on August 3, 2012 and one-third on August 3, 2013.
- (6) Options vested as to 100%.
- (7) Options vested as to 100%.
- (8) Options vested as to 100%.
- (9) 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.
- (10) Options exercisable on December 17, 2012.

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.