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NASDAQ OMX GROUP, INC. Form 4 June 18, 2014 FORM 4 UNITED STA Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	SHIP OF SHIP 3235-0287 Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response 0.5		
(Print or Type Responses)			
1. Name and Address of Reporting Perso AUST BRUCE	 2. Issuer Name and Ticker of Symbol NASDAQ OMX GROUP [NDAQ] 	Issue	elationship of Reporting Person(s) to er (Check all applicable)
(Last) (First) (Middl ONE LIBERTY PLAZA	3. Date of Earliest Transaction (Month/Day/Year) 06/16/2014	X below	_ Director 10% Owner Officer (give title Other (specify v) below) Executive Vice President
(Street)	4. If Amendment, Date Origina Filed(Month/Day/Year)	Appli _X_ I	dividual or Joint/Group Filing(Check icable Line) Form filed by One Reporting Person Form filed by More than One Reporting
NEW YORK, NY 10006		Perso	
(City) (State) (Zip)	Table I - Non-Derivative	Securities Acquired,	, Disposed of, or Beneficially Owned
(Instr. 3) any	Deemed 3. 4. Securi cution Date, if Transactior(A) or D Code (Instr. 3, nth/Day/Year) (Instr. 8) Code V Amount	isposed of (D) Sec 4 and 5) Ben Ow Foll (A) Rep or (Ins	Amount of urities6.7. Nature of IndirectneficiallyForm: DirectBeneficialned(D) orOwnershiplowingIndirect (I)(Instr. 4)nocrted(Instr. 4)nsaction(s)str. 3 and 4)
Common Stock, par value \$0.01 per share	M 20,000		8,101 D
Common Stock, par value \$0.01 per share 06/16/2014	S <u>(1)</u> 20,000	\$ D 36.49 98, (2)	.101 <u>(3)</u> 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)

1

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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)

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. Transactic Code (Instr. 8)	ofDeri Secu Acq or D (D)	urities uired (A) isposed of ar. 3, 4,	6. Date Exer Expiration D (Month/Day	ate	7. Title and A Underlying S (Instr. 3 and 5	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.35	06/16/2014		М		20,000	<u>(4)</u>	11/15/2014	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 19.75						(4)	03/04/2020	Common Stock	25,210
Employee Stock Option (Right to Buy)	\$ 25.07						(4)	12/17/2018	Common Stock	45,528
Employee Stock Option (Right to Buy)	\$ 25.28						<u>(4)</u>	03/28/2021	Common Stock	25,496
Employee Stock Option (Right to Buy)	\$ 35.92						(4)	12/13/2016	Common Stock	32,558
Employee Stock Option (Right to Buy)	\$ 45.38						<u>(4)</u>	12/12/2017	Common Stock	22,564

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
AUST BRUCE ONE LIBERTY PLAZA NEW YORK, NY 10006			Executive Vice President			
Signatures						
/s/ Edward S. Knight, by power attorney	r of	06/	18/2014			
**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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 11, 2013.

The price reported in this box is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.37 to \$36.70, inclusive. The reporting person undertakes to provide to The NASDAQ OMX Group, Inc., any security holder of The

- (2) NASDAQ OMX Group, Inc. or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2) to this Form 4.
- (3) Represents (i) 32,274 vested shares of restricted stock, (ii) 59,640 shares underlying PSUs, of which 45,399 shares are vested and (iii) 6,187 shares purchased under the Employee Stock Purchase Plan.

(4) Options exercisable.

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.