

NASDAQ OMX GROUP, INC.  
 Form 3  
 May 05, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*  
 Investment CORP of Dubai  
 (Last) (First) (Middle)

2. Date of Event Requiring Statement  
 (Month/Day/Year)  
 02/27/2008

3. Issuer Name and Ticker or Trading Symbol  
 NASDAQ OMX GROUP, INC. [NDAQ]

4. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

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

P.O. BOX  
 333888, CONVENTION  
 TOWER - LEVEL 1  
 (Street)

Director  10% Owner  
 Officer  Other  
 (give title below) (specify below)

DUBAI, UAE  
 (City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share ("Common Stock")	42,901,148	I	By Borse Dubai Limited <sup>(1)</sup>
Common Stock	17,660,367	I	By Borse Dubai Nasdaq Share Trust <sup>(1)</sup>

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

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable      Expiration Date	Title      Amount or Number of Shares			

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Investment CORP of Dubai P.O. BOX 333888 CONVENTION TOWER - LEVEL 1 DUBAI, UAE	^	^ X	^	^

## Signatures

/s/ Saad Abdul Razak      03/06/2008

\*\*Signature of Reporting Person      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- 42,901,148 shares of Common Stock are held directly by Borse Dubai Limited ("Borse Dubai"), a subsidiary of Investment Corporation of Dubai ("ICD"). 17,660,367 shares of Common Stock are held directly by Borse Dubai Nasdaq Share Trust (the "Trust"), of which
- (1) Borse Dubai is the sole beneficial owner. As the majority shareholder of Borse Dubai, ICD is therefore deemed to have indirect beneficial ownership of the Common Stock held by Borse Dubai and the Trust. ICD disclaims beneficial ownership of the shares, except to the extent of its pecuniary interest therein.

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.