

CONCANNON CHRISTOPHER R  
 Form 4  
 December 19, 2008

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 CONCANNON CHRISTOPHER R

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  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/17/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President

NEW YORK, NY 10006  
 (City) (State) (Zip)

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

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 Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)          | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, par value \$0.01 per share |                                      |  |                                | (A) or (D) Price  | 15,349 <sup>(1)</sup>   | D  |                                   |

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

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SEC 1474 (9-02)

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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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities 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)       | \$ 25.07   | 12/17/2008                           |  | A                              | 60,704  | <u>(2)</u>   | 12/17/2018  | Common Stock | 60,704                     |
| Employee Stock Option (Right to Buy)       | \$ 6.3   |                                      |  |                                |   | <u>(3)</u>   | 06/11/2013  | Common Stock | 85,750                     |
| Employee Stock Option (Right to Buy)       | \$ 7.35  |                                      |  |                                |   | <u>(4)</u>   | 11/15/2014  | Common Stock | 200,000                    |
| Employee Stock Option (Right to Buy)       | \$ 9.15  |                                      |  |                                |   | <u>(5)</u>   | 02/18/2014  | Common Stock | 100,000                    |
| Employee Stock Option (Right to Buy)       | \$ 35.92   |                                      |  |                                |   | <u>(6)</u>   | 12/13/2016  | Common Stock | 32,558                     |
| Employee Stock Option (Right to Buy)       | \$ 45.38   |                                      |  |                                |   | <u>(7)</u>   | 12/12/2017  | Common Stock | 30,085                     |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

CONCANNON CHRISTOPHER R  
ONE LIBERTY PLAZA  
NEW YORK, NY 10006

Executive Vice President

## Signatures

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

12/19/2008

\_\_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) 10,870 shares of unvested restricted stock granted under The NASDAQ OMX Group, Inc. Equity Incentive Plan and (ii) 4,479 shares purchased under the Employee Share Purchase Plan.
- (2) Options exercisable on December 17, 2012, subject to accelerated vesting on December 17, 2011, or extension of vesting until December 17, 2013, depending on the achievement of performance goals.
- (3) Represents exercisable options.
- (4) Options exercisable as to 50%. Remaining 50% exercisable on January 15, 2009.
- (5) Represents exercisable options.
- (6) Options exercisable as to 50% on December 13, 2009 and as to 50% on December 13, 2010.
- (7) Options exercisable on December 12, 2011, subject to accelerated vesting on December 12, 2010, or extension of vesting until December 12, 2012, depending on the achievement of performance goals.

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.