

NASDAQ OMX GROUP, INC.
 Form 4
 May 14, 2008

FORM 4

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

OMB APPROVAL

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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 *
GREIFELD ROBERT

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)
05/12/2008

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

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.01 per share | 05/12/2008 | | F | 15,759 D | \$ 38.28 509,383 ⁽¹⁾ | 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. 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 5.28 | | | | | (2) 04/15/2013 | Common Stock | 700,000 |
| Employee Stock Option (Right to Buy) | \$ 6.3 | | | | | (3) 06/11/2013 | Common Stock | 1,000,000 |
| Employee Stock Option (Right to Buy) | \$ 35.92 | | | | | (4) 12/13/2016 | Common Stock | 960,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GREIFELD ROBERT ONE LIBERTY PLAZA NEW YORK, NY 10006 | X | | Chief Executive Officer | |

Signatures

/s/ Edward S. Knight, by power of attorney
05/14/2008

**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 100,000 shares of restricted stock granted under the The NASDAQ OMX Group, Inc. Equity Incentive Plan (the "Equity Plan") on each of May 12, 2005 and 2004, an additional 100,000 shares of restricted stock granted outside of the Equity Plan on June 11, 2003 and an additional 300,000 shares of common stock acquired by Mr. Greifeld upon exercise of stock options, of which 90,617 shares have been withheld in payment of taxes relating to the vesting of shares of restricted stock.

(2) Options granted outside of the Equity Plan as an inducement for Mr. Greifeld's employment. Original grant of 1,000,000 options exercisable as to 250,000 shares on July 10, 2003; and as to an additional 250,000 shares on each of April 15, 2004, 2005 and 2006. Mr. Greifeld previously exercised options for 300,000 shares granted pursuant to this award.

(3) Options granted pursuant to the Equity Plan and exercisable as to 250,000 shares on the date of grant; and as to three additional increments of 250,000 shares on each of June 11, 2004, 2005 and 2006.

(4) Options granted pursuant to the Equity Plan and exercisable as to 80,000 shares on December 13, 2007, 160,000 shares on December 13, 2008, 240,000 shares on December 13, 2009, 240,000 shares on December 13, 2010, 160,000 shares on December 13, 2011 and 80,000 shares on December 13, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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