

HASSEN RONALD
Form 4
August 05, 2010

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 *
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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/03/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior 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	76,087 ⁽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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 35.92	08/03/2010		D	8,766	<u>(2)</u>	12/13/2016	Common Stock	8,766
Employee Stock Option (Right to Buy)	\$ 45.38	08/03/2010		D	9,025	<u>(4)</u>	12/12/2017	Common Stock	9,025
Employee Stock Option (Right to Buy)	\$ 20.04	08/03/2010		A	12,707	<u>(5)</u>	08/03/2017	Common Stock	12,707
Employee Stock Option (Right to Buy)	\$ 7.35					<u>(6)</u>	11/15/2014	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 8.5					<u>(7)</u>	07/29/2013	Common Stock	25,000
Employee Stock Option (Right to Buy)	\$ 9.15					<u>(8)</u>	02/18/2014	Common Stock	25,000
Employee Stock Option (Right to Buy)	\$ 19.75					<u>(9)</u>	03/04/2020	Common Stock	13,750

Employee
Stock
Option (Right to Buy)

\$ 25.07

(10)

12/17/2018

Common Stock 15,1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HASSEN RONALD ONE LIBERTY PLAZA NEW YORK, NY 10006			Senior Vice President	

Signatures

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

08/05/2010

__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.
- (3) 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.