

NASDAQ OMX GROUP, INC.
Form 4
February 19, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Wittman Thomas A

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

ONE LIBERTY PLAZA

(Street)

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

NEW YORK, NY 10006

(City) (State) (Zip)

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) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|----------|
| | | | | Code | V | Amount | (D) | Price |
| Common Stock, par value \$0.01 per share | 02/17/2015 | | A ⁽¹⁾⁽²⁾ | | 10,562 | A | | \$ 0 |
| Common Stock, par value \$0.01 per share | 02/17/2015 | | F ⁽³⁾ | | 1,733 | D | | \$ 49.92 |
| | | | | | 56,180 | | D | |
| | | | | | 54,686 | | D | |

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

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.

SEC 1474
(9-02)

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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Employee Stock Option (Right to Buy) | \$ 25.28 | | | | (5) | 03/28/2021 | Common Stock | 12,748 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wittman Thomas A ONE LIBERTY PLAZA NEW YORK, NY 10006 | | | Executive Vice President | |

Signatures

/s/ Edward S. Knight, by power of attorney 02/19/2015

__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 the settlement of performance share units (PSUs) that were granted under Nasdaq's Equity Incentive Plan on May 7, 2012. The ultimate amount of shares to be received under the grant depended upon the achievement of performance goals during a three-year performance period from January 1, 2012 through December 31, 2014. On February 17, 2015, Nasdaq's Board of Directors approved the settlement of the PSU grant. The shares underlying the PSUs vested on December 31, 2014.

(2)

Edgar Filing: NASDAQ OMX GROUP, INC. - Form 4

Also represents the settlement of PSUs that were granted under Nasdaq's Equity Incentive Plan on March 31, 2014. The ultimate amount of shares to be received under the grant depended upon the achievement of performance goals during a one-year performance period from January 1, 2014 through December 31, 2014. On February 17, 2015, Nasdaq's Board of Directors approved the settlement of the PSU grant. The shares underlying the PSUs will vest as to one-third on December 31, 2015, one-third on December 31, 2016 and one-third on December 31, 2017.

- (3) Represents the surrender of shares to pay withholding taxes in connection with the settlement of PSUs, as described above.
- (4) Represents (i) 34,456 units of restricted stock, of which 25,497 are vested, (ii) 19,991 shares underlying performance share units, of which 10,790 are vested and (iii) 239 shares purchased under the Employee Share Purchase Plan.
- (5) 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.