

NASDAQ OMX GROUP, INC.

Form FWP

May 27, 2009

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NASDAQ OMX Europe

NASDAQ OMX Europe:

(NDAQ) Stock Options Jump Ball

Filed Pursuant to Rule 433

Registration Statement No. 333-157020

May 27, 2009

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NDAQ Stock Options

Program Overview

Participant activity on NEURO triggers grant of options in NASDAQ
OMX Group, NDAQ

Options granted for free, i.e., no investment on part of Participant

Time Period: 1

st

June, 2009

31

st
August, 2009

500,000 options granted into the programme upon NEURO reaching
2.5% Pan-European market share

-

Market share goals of specific markets also applied

Participants qualify based on individual firm market activity

Important Dates:

-

Options struck and granted at the NDAQ closing price on 1 September, 2009

-

6 month vesting period: Options vested and exercisable 1 March, 2010

-

Options expiration 1 March, 2011

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Grant of NDAQ options into the programme

5.00%

5.00%

5.00%

2.50%

500,000

4.50%

4.50%

4.50%

2.25%

450,000

4.00%

4.00%
4.00%
2.00%
400,000
3.50%
3.50%
3.50%
1.75%
350,000
3.00%
3.00%
3.00%
1.50%
300,000
2.50%
2.50%
2.50%
1.25%
250,000
2.00%
2.00%
2.00%
1.00%
200,000
1.50%
1.50%
1.50%
0.75%
150,000
1.00%
1.00%
1.00%
0.50%
100,000
0.50%
0.50%
0.50%
0.25%
50,000
Deutsche Börse
(DAX 30) market
share
NYSE Euronext (CAC 40,
AEX 25, BEL 20) market
share
LSE (FTSE 350)
market share
Pan-European
market share
Number of options granted into

the programme

Options granted into the programme on any of the following NEURO
market share criteria

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Participant Criteria

Participants qualify by trading a minimum average daily volume of 75 million

Options allocated on a pro-rata basis to qualifying participants based on trading activity

Participant's 20 least active trading days of jump ball period will be discarded for qualification and allocation calculations

Participants must maintain market share activity levels through 6

month vesting period to vest 100% of grant

Vesting will be pro-rata based on market share activity from
100% to 50%

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The
issuer

has
filed

a
registration
statement
(including

a
prospectus)
with
the
SEC
for
the
offering
to
which
this
communication
relates.

Before
you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC
complete
information
about
the
issuer
and
this
offering.

You
may
get
these
documents
for
free
by
visiting
EDGAR
on
the
SEC
Web
site
at

www.sec.gov. Alternatively, the issuer will arrange to send you the prospectus if you request it by calling 1-212-401-8700.

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