

NASDAQ STOCK MARKET INC
 Form 4
 December 12, 2007

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 *
 HUTCHINS GLENN H

2. Issuer Name and Ticker or Trading Symbol
 NASDAQ STOCK MARKET INC
 [NDAQ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 12/10/2007

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

9 WEST 57TH STREET, 25TH FLOOR

(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 10019

(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)
Common Stock	12/10/2007		C	(A) 398,000 (3)	\$ 14.5 398,000	I (2)	By Silver Lake Funds (1)
Common Stock	12/10/2007		S(5)	100	\$ 45.975 397,900	I (2)	By Silver Lake Funds (1)
Common Stock	12/10/2007		S(5)	100	\$ 46.005 397,800	I (2)	By Silver Lake Funds (1)
Common	12/10/2007		S(5)	100	\$ 46.07 397,700	I (2)	By Silver

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Stock									Lake Funds <u>(1)</u>
Common Stock	12/10/2007	<u>S</u> ⁽⁵⁾	100	D	\$ 46.09	397,600	<u>I</u> ⁽²⁾		By Silver Lake Funds <u>(1)</u>
Common Stock	12/10/2007	<u>S</u> ⁽⁵⁾	200	D	\$ 46.095	397,400	<u>I</u> ⁽²⁾		By Silver Lake Funds <u>(1)</u>
Common Stock	12/10/2007	<u>S</u> ⁽⁵⁾	400	D	\$ 46.1	397,000	<u>I</u> ⁽²⁾		By Silver Lake Funds <u>(1)</u>
Common Stock	12/10/2007	<u>S</u> ⁽⁵⁾	300	D	\$ 46.105	396,700	<u>I</u> ⁽²⁾		By Silver Lake Funds <u>(1)</u>
Common Stock	12/10/2007	<u>S</u> ⁽⁵⁾	200	D	\$ 46.12	396,500	<u>I</u> ⁽²⁾		By Silver Lake Funds <u>(1)</u>
Common Stock	12/10/2007	<u>S</u> ⁽⁵⁾	200	D	\$ 46.15	396,300	<u>I</u> ⁽²⁾		By Silver Lake Funds <u>(1)</u>
Common Stock	12/10/2007	<u>S</u> ⁽⁵⁾	100	D	\$ 46.17	396,200	<u>I</u> ⁽²⁾		By Silver Lake Funds <u>(1)</u>
Common Stock	12/10/2007	<u>S</u> ⁽⁵⁾	200	D	\$ 46.18	396,000	<u>I</u> ⁽²⁾		By Silver Lake Funds <u>(1)</u>
Common Stock	12/10/2007	<u>S</u> ⁽⁵⁾	600	D	\$ 46.185	395,400	<u>I</u> ⁽²⁾		By Silver Lake Funds <u>(1)</u>
Common Stock	12/10/2007	<u>S</u> ⁽⁵⁾	1,000	D	\$ 46.19	394,400	<u>I</u> ⁽²⁾		By Silver Lake Funds <u>(1)</u>
Common Stock	12/10/2007	<u>S</u> ⁽⁵⁾	900	D	\$ 46.195	393,500	<u>I</u> ⁽²⁾		By Silver Lake Funds <u>(1)</u>
Common Stock	12/10/2007	<u>S</u> ⁽⁵⁾	200	D	\$ 46.2	393,300	<u>I</u> ⁽²⁾		By Silver Lake Funds <u>(1)</u>
Common Stock	12/10/2007	<u>S</u> ⁽⁵⁾	200	D	\$ 46.21	393,100	<u>I</u> ⁽²⁾		By Silver Lake Funds <u>(1)</u>
Common Stock	12/10/2007	<u>S</u> ⁽⁵⁾	200	D	\$ 46.215	392,900	<u>I</u> ⁽²⁾		By Silver Lake Funds <u>(1)</u>

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Common Stock	12/10/2007	S ⁽⁵⁾	200	D	\$ 46.22	392,700	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007	S ⁽⁵⁾	200	D	\$ 46.225	392,500	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007	S ⁽⁵⁾	200	D	\$ 46.23	392,300	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007	S ⁽⁵⁾	500	D	\$ 46.24	391,800	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007	S ⁽⁵⁾	300	D	\$ 46.255	391,500	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007	S ⁽⁵⁾	400	D	\$ 46.26	391,100	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007	S ⁽⁵⁾	500	D	\$ 46.265	390,600	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007	S ⁽⁵⁾	1,337	D	\$ 46.28	389,263	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007	S ⁽⁵⁾	300	D	\$ 46.285	388,963	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007	S ⁽⁵⁾	500	D	\$ 46.29	388,463	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007	S ⁽⁵⁾	400	D	\$ 46.295	388,063	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾
Common Stock	12/10/2007	S ⁽⁵⁾	1,200	D	\$ 46.3	386,863	I ⁽²⁾	By Silver Lake Funds ⁽¹⁾

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Number Shares
3.75% Series A Convertible Notes due 2012	\$ 14.5	12/10/2007		C	\$ 5,771,001	(4)	(4)	Common Stock	398,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUTCHINS GLENN H 9 WEST 57TH STREET 25TH FLOOR NEW YORK, NY 10019	X			

Signatures

Karen M. King,
Attorney-in-Fact

12/12/2007

__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) The Silver Lake Funds referred to herein are (i) Silver Lake Investors, L.P., (ii) Silver Lake Partners TSA, L.P., (iii) Silver Lake Technology Investors II, L.P. and (iv) Silver Lake Partners II TSA, L.P. Mr. Hutchins is a managing director of (i) Silver Lake Technology Associates, L.L.C., which is the general partner of Silver Lake Investors, L.P. and Silver Lake Partners TSA, L.P., and (ii) Silver Lake Technology Associates II, L.L.C., which is the general partner of Silver Lake Technology Investors II, L.P. and Silver Lake Partners II TSA, L.P. Mr. Hutchins disclaims beneficial ownership of the securities of the Issuer held by each such entity, except to the extent of any pecuniary interest he may have therein.

(2) Mr. Hutchins also directly beneficially owns 6,130 shares of restricted Common Stock granted to him pursuant to the Issuer's Equity Incentive Plan. Pursuant to his arrangements with Silver Lake Technology Management, L.L.C. with respect to director compensation, such shares or the proceeds therefrom are expected to be assigned to Silver Lake Technology Management, L.L.C.

(3) The number of shares of Common Stock reported in Table I as acquired upon the conversions of the derivative securities reported in Table II are net of fractional interests in shares which, pursuant to the terms of the respective derivative securities, were paid in cash upon the conversions.

(4) The 3.75% Series A Convertible Notes due 2012 (the "Series A Notes") are convertible on or after April 22, 2006 and have a maturity date of October 22, 2012. Mr. Hutchins disclaims beneficial ownership of such securities, except to the extent of any pecuniary interest he may have therein.

(5) Shares sold pursuant to a Rule 10b5-1 Sales Plan adopted by Silver Lake Investors, L.P., Silver Lake Partners TSA, L.P., Silver Lake Technology Investors II, L.P. and Silver Lake Partners II TSA, L.P. with respect to the Common Stock of the Issuer.

Remarks:

First of Thirteen Forms

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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