

NASDAQ STOCK MARKET INC  
 Form 4  
 December 10, 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)  
**9 WEST 57TH STREET, 25TH FLOOR**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/05/2007**

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

**NEW YORK, NY 10019**

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

(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                    | 12/07/2007                           |  | C                              | V   | 195,000 A \$ 14.5   | 195,000  | I By Silver Lake Funds <sup>(1)</sup>                 |
| Common Stock                    | 12/07/2007                           |  | S <sup>(2)</sup>               |   | 100 D \$ 44.5   | 194,900  | I By Silver Lake Funds <sup>(1)</sup>                 |
| Common Stock                    | 12/07/2007                           |  | S <sup>(2)</sup>               |   | 100 D \$ 44.53  | 194,800  | I By Silver Lake Funds <sup>(1)</sup>                 |
| Common                          | 12/07/2007                           |  | S <sup>(2)</sup>               |   | 100 D \$  | 194,700  | I By Silver   |

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|                 |            |             |       |   |             |         |   |  |                                       |
|-----------------|------------|-------------|-------|---|-------------|---------|---|--|---------------------------------------|
| Stock           |            |             |       |   |             | 44.55   |   |  | Lake<br>Funds <u>(1)</u>              |
| Common<br>Stock | 12/07/2007 | <u>S(2)</u> | 1,000 | D | \$<br>44.56 | 193,700 | I |  | By Silver<br>Lake<br>Funds <u>(1)</u> |
| Common<br>Stock | 12/07/2007 | <u>S(2)</u> | 400   | D | \$<br>44.57 | 193,300 | I |  | By Silver<br>Lake<br>Funds <u>(1)</u> |
| Common<br>Stock | 12/07/2007 | <u>S(2)</u> | 100   | D | \$<br>44.59 | 193,200 | I |  | By Silver<br>Lake<br>Funds <u>(1)</u> |
| Common<br>Stock | 12/07/2007 | <u>S(2)</u> | 300   | D | \$ 44.6     | 192,900 | I |  | By Silver<br>Lake<br>Funds <u>(1)</u> |
| Common<br>Stock | 12/07/2007 | <u>S(2)</u> | 634   | D | \$<br>44.62 | 192,266 | I |  | By Silver<br>Lake<br>Funds <u>(1)</u> |
| Common<br>Stock | 12/07/2007 | <u>S(2)</u> | 700   | D | \$<br>44.63 | 191,566 | I |  | By Silver<br>Lake<br>Funds <u>(1)</u> |
| Common<br>Stock | 12/07/2007 | <u>S(2)</u> | 700   | D | \$<br>44.64 | 190,866 | I |  | By Silver<br>Lake<br>Funds <u>(1)</u> |
| Common<br>Stock | 12/07/2007 | <u>S(2)</u> | 4,000 | D | \$<br>44.65 | 186,866 | I |  | By Silver<br>Lake<br>Funds <u>(1)</u> |
| Common<br>Stock | 12/07/2007 | <u>S(2)</u> | 600   | D | \$<br>44.66 | 186,266 | I |  | By Silver<br>Lake<br>Funds <u>(1)</u> |
| Common<br>Stock | 12/07/2007 | <u>S(2)</u> | 4,900 | D | \$<br>44.68 | 181,366 | I |  | By Silver<br>Lake<br>Funds <u>(1)</u> |
| Common<br>Stock | 12/07/2007 | <u>S(2)</u> | 1,266 | D | \$<br>44.69 | 180,100 | I |  | By Silver<br>Lake<br>Funds <u>(1)</u> |
| Common<br>Stock | 12/07/2007 | <u>S(2)</u> | 2,320 | D | \$ 44.7     | 177,780 | I |  | By Silver<br>Lake<br>Funds <u>(1)</u> |
| Common<br>Stock | 12/07/2007 | <u>S(2)</u> | 2,500 | D | \$<br>44.75 | 175,280 | I |  | By Silver<br>Lake<br>Funds <u>(1)</u> |
| Common<br>Stock | 12/07/2007 | <u>S(2)</u> | 2,500 | D | \$<br>44.78 | 172,780 | I |  | By Silver<br>Lake<br>Funds <u>(1)</u> |

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|              |            |                  |       |   |          |         |   |                                     |
|--------------|------------|------------------|-------|---|----------|---------|---|-------------------------------------|
| Common Stock | 12/07/2007 | S <sup>(2)</sup> | 1,000 | D | \$ 44.8  | 171,780 | I | By Silver Lake Funds <sup>(1)</sup> |
| Common Stock | 12/07/2007 | S <sup>(2)</sup> | 800   | D | \$ 44.85 | 170,980 | I | By Silver Lake Funds <sup>(1)</sup> |
| Common Stock | 12/07/2007 | S <sup>(2)</sup> | 200   | D | \$ 44.86 | 170,780 | I | By Silver Lake Funds <sup>(1)</sup> |
| Common Stock | 12/07/2007 | S <sup>(2)</sup> | 1,000 | D | \$ 44.87 | 169,780 | I | By Silver Lake Funds <sup>(1)</sup> |
| Common Stock | 12/07/2007 | S <sup>(2)</sup> | 2,500 | D | \$ 44.89 | 167,280 | I | By Silver Lake Funds <sup>(1)</sup> |
| Common Stock | 12/07/2007 | S <sup>(2)</sup> | 2,500 | D | \$ 44.9  | 164,780 | I | By Silver Lake Funds <sup>(1)</sup> |
| Common Stock | 12/07/2007 | S <sup>(2)</sup> | 2,100 | D | \$ 44.97 | 162,680 | I | By Silver Lake Funds <sup>(1)</sup> |
| Common Stock | 12/07/2007 | S <sup>(2)</sup> | 6,300 | D | \$ 45    | 156,380 | I | By Silver Lake Funds <sup>(1)</sup> |
| Common Stock | 12/07/2007 | S <sup>(2)</sup> | 1,400 | D | \$ 45.04 | 154,980 | I | By Silver Lake Funds <sup>(1)</sup> |
| Common Stock | 12/07/2007 | S <sup>(2)</sup> | 900   | D | \$ 45.06 | 154,080 | I | By Silver Lake Funds <sup>(1)</sup> |
| Common Stock | 12/07/2007 | S <sup>(2)</sup> | 4,700 | D | \$ 45.1  | 149,380 | I | By Silver Lake Funds <sup>(1)</sup> |

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

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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Nu Deriv Secur |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|-------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|-------------------|

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| (Instr. 3) | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | Securities<br>(Instr. 3 and 4) | (Instr. 5) | Bene-<br>ficial<br>Own-<br>er<br>Follo-<br>wing<br>Repor-<br>ting<br>(Instr. |
|------------|------------------------------------|------------------|------------|---|--------------------------------|------------|--|
| Code       | V                                  | (A)              | (D)        | Date<br>Exercisable   | Expiration<br>Date             | Title      | Amount<br>or<br>Number<br>of<br>Shares                                       |

## Reporting Owners

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

## Signatures

Karen M. King,  
Attorney-in-Fact

12/07/2007

\*\*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) 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:

Fourth of Seven Forms

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.