

Edgar Filing: NASDAQ STOCK MARKET INC - Form SC 13G

NASDAQ STOCK MARKET INC  
Form SC 13G  
February 13, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
Under the Securities Exchange Act of 1934

THE NASDAQ STOCK MARKET, INC.  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
-----  
(Title of Class of Securities)

631103  
-----  
(CUSIP Number)

December 31, 2003  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

Page 1 of 4 Pages

SCHEDULE 13G

-----  
CUSIP No. 631103  
-----

-----  
Page 2 of 4 Pages  
-----

1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

The National Association of Securities Dealers, Inc.  
IRS # 53-0088710  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

Edgar Filing: NASDAQ STOCK MARKET INC - Form SC 13G

Not applicable

(b) |\_ |

-----  
3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
-----

Delaware  
-----

	5	SOLE VOTING POWER	
NUMBER OF SHARES		43,190,146	
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	
	7	SOLE DISPOSITIVE POWER	
		10,770,664	
	8	SHARED DISPOSITIVE POWER	

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-----

43,190,146  
-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(See Instructions)

\_

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
-----

55.1%  
-----

12 TYPE OF REPORTING PERSON  
-----

OO  
-----

Page 2 of 4 Pages

SCHEDULE 13G  
-----

Item 1 (a) Name of Issuer:

The Nasdaq Stock Market, Inc.

Item 1 (b) Address of Issuer's Principal Executive Offices:

One Liberty Plaza  
New York, New York 10006

Item 2 (a) Name of Person Filing:

The National Association of Securities Dealers, Inc.

## Edgar Filing: NASDAQ STOCK MARKET INC - Form SC 13G

- Item 2 (b) Address of Principal Business Office:
- 1735 K Street, N.W.  
Washington, DC 20006
- Item 2 (c) Citizenship:
- Delaware
- Item 2 (d) Title of Class of Securities:
- Common Stock, par value \$0.01 per share
- Item 2 (e) CUSIP Number:
- 631103
- Item 3 Not Applicable
- Item 4 Ownership:
- (a) Amount Beneficially Owned: 43,190,146  
(b) Percent of Class: 55.1%  
(c) Number of Shares as to which the person has:
- (i) Sole power to vote or to direct the vote: 43,190,146  
(ii) Shared power to vote or to direct the vote:  
(iii) Sole power to dispose or to direct the disposition  
of: 10,770,664  
(iv) Shared power to dispose or to direct the disposition  
of:
- Item 5 Ownership of Five Percent or Less of a Class:
- Not Applicable
- Page 3 of 4 Pages
- Item 6 Ownership of More than Five Percent on Behalf of Another Person:
- Not Applicable
- Item 7 Identification and Classification of the Subsidiary Which  
Acquired the Security Being Reported on By the Parent Holding  
Company or Control Person:
- Not Applicable
- Item 8 Identification and Classification of Members of the Group:
- Not Applicable
- Item 9 Notice of Dissolution of Group:
- Not Applicable
- Item 10 Certification:

Edgar Filing: NASDAQ STOCK MARKET INC - Form SC 13G

Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2004

/s/ Todd T. Diganci

-----  
Signature

Name: Todd T. Diganci

Title: Executive Vice President and Chief Financial Officer

Page 4 of 4 Pages