

NASDAQ STOCK MARKET INC  
 Form 4  
 August 21, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 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 \*  
 Silver Lake Partners II TSA LP

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)

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

2775 SAND HILL ROAD, SUITE 100

08/17/2006

(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

MENLO PARK, CA 94025

(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	08/17/2006		S	50,000 D	\$ 29.5 1,380,250	I	See footnotes (1) (2)
Common Stock	08/17/2006		S	10,000 D	\$ 29.55 1,370,250	I	See footnotes (1) (2)
Common Stock	08/17/2006		S	25,000 D	\$ 29.56 1,345,250	I	See footnotes (1) (2)
Common Stock	08/17/2006		S	10,000 D	\$ 29.6 1,335,250	I	See

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Stock								footnotes <u>(1)</u> <u>(2)</u>
Common Stock	08/17/2006	S	50,000	D	\$ 29.64	1,285,250	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	08/17/2006	S	70,000	D	\$ 29.67	1,215,250	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	08/17/2006	S	25,000	D	\$ 29.71	1,190,250	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	08/17/2006	S	30,000	D	\$ 29.76	1,160,250	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	08/17/2006	S	25,000	D	\$ 29.79	1,135,250	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	08/17/2006	S	25,000	D	\$ 29.86	1,110,250	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	08/17/2006	S	45,000	D	\$ 29.89	1,065,250	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	08/17/2006	S	50,000	D	\$ 30.1	1,015,250	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	08/17/2006	S	25,000	D	\$ 30.16	990,250	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	08/17/2006	S	20,000	D	\$ 30.18	970,250	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	08/17/2006	S	25,000	D	\$ 30.19	945,250	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	08/17/2006	S	35,000	D	\$ 30.2	910,250	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	08/18/2006	S	145,000	D	\$ 29.5	765,250	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	08/18/2006	S	15,000	D	\$ 29.51	750,250	I	See footnotes <u>(1)</u> <u>(2)</u>

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Common Stock	08/18/2006	S	5,000	D	\$ 29.54	745,250	I	See footnotes (1) (2)
Common Stock	08/18/2006	S	5,000	D	\$ 29.6	740,250	I	See footnotes (1) (2)
Common Stock	08/18/2006	S	10,000	D	\$ 29.74	730,250	I	See footnotes (1) (2)

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 (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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Silver Lake Partners II TSA LP 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025		X		
Silver Lake Technology Investors II, L.P. 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025		X		
Silver Lake Partners TSA LP 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025		X		

SILVER LAKE INVESTORS LP  
 2775 SAND HILL ROAD, SUITE 100 X  
 MENLO PARK, CA 94025

HUTCHINS GLENN H  
 9 WEST 57TH STREET, 25TH FLOOR X  
 NEW YORK, NY 10019

## Signatures

/s/ Alan K. Austin, Managing Director and Chief Operating Officer of Silver Lake Technology Associates II, L.L.C., as general partner of Silver Lake Partners II TSA, L.P. 08/21/2006

\_\_Signature of Reporting Person Date

/s/ Alan K. Austin, Managing Director and Chief Operating Officer of Silver Lake Technology Associates II, L.L.C., as general partner of Silver Lake Technology Investors II, L.P. 08/21/2006

\_\_Signature of Reporting Person Date

/s/ Alan K. Austin, Managing Director and Chief Operating Officer of Silver Lake Technology Associates, L.L.C., as general partner of Silver Lake Partners TSA, L.P. 08/21/2006

\_\_Signature of Reporting Person Date

/s/ Alan K. Austin, Managing Director and Chief Operating Officer of Silver Lake Technology Associates, L.L.C., as general partner of Silver Lake Investors, L.P. 08/21/2006

\_\_Signature of Reporting Person Date

/s/ Alan K. Austin, as attorney-in-fact for Glenn H. Hutchins 08/21/2006

\_\_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).

Certain affiliates of Silver Lake Partners TSA, L.P., Silver Lake Partners II TSA, L.P. and Mr. Hutchins, together with Silver Lake Investors, L.P. and Silver Lake Technology Investors II, L.P. (the "SLP Entities"), own indirectly Instinet L.L.C. and Instinet Clearing Services, Inc. (collectively, the "Instinet Entities"), which hold shares of Common Stock of The Nasdaq Stock Market, Inc. ("Nasdaq").  
 (1) This filing is reporting the sale of shares of Common Stock of Nasdaq by the Instinet Entities pursuant to a Rule 10b5-1 trading plan adopted by Instinet Holdings, Inc. The SLP Entities disclaim beneficial ownership of such securities, except to the extent of any indirect pecuniary interest therein.

Mr. Hutchins is a managing director of (i) Silver Lake Technology Associates, L.L.C., which is the general partner of (a) Silver Lake Partners TSA, L.P. and (b) Silver Lake Investors, L.P., and (ii) Silver Lake Technology Associates II, L.L.C., which is the general partner of (a) Silver Lake Partners II TSA, L.P. and (b) Silver Lake Technology Investors II, L.P. Mr. Hutchins disclaims beneficial ownership of the Nasdaq securities held by the SLP Entities and the Instinet Entities, except to the extent of any indirect pecuniary interest therein.  
 (2)

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.