

NYSE Group, Inc.
Form 3
March 07, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â OHara Kevin JP		(Month/Day/Year)	NYSE Group, Inc. [NYX]	
(Last)	(First)	(Middle)	03/07/2006	
11 WALL STREET,Â C/O		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
NYSE GROUP, INC.				
(Street)		(Check all applicable)		
NEW YORK,Â NYÂ 10005		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Ex. VP and Co-Gen Counsel		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	32,035 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Common Stock, par value \$0.01 per share	Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Options (right to buy)	Â <u>(2)</u>	03/16/2015		25,648	\$ 19.3	D	Â
Employee Stock Options (right to buy)	Â <u>(3)</u>	08/11/2014		70,000	\$ 11.5	D	Â
Employee Stock Options (right to buy)	Â <u>(4)</u>	08/22/2010		72,222	\$ 20.25	D	Â
Employee Stock Options (right to buy)	Â <u>(4)</u>	08/11/2013		22,222	\$ 4.91	D	Â
Employee Stock Options (right to buy)	Â <u>(4)</u>	08/11/2013		22,222	\$ 6.26	D	Â
Employee Stock Options (right to buy)	Â <u>(5)</u>	11/18/2013		77,778	\$ 13.41	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OHara Kevin JP 11 WALL STREET C/O NYSE GROUP, INC. NEW YORK, NY 10005	Â	Â	Â Ex. VP and Co-Gen Counsel	Â

Signatures

/s/ Kevin J.P.
O'Hara

03/07/2006

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Received in exchange for an equal number of shares of common stock of Archipelago Holdings, Inc. in connection with the merger of the New York Stock Exchange, Inc. and Archipelago Holdings, Inc. On the effective date of the merger, the closing price of the common stock of Archipelago Holdings, Inc. was \$64.25 per share. The shares of the NYSE Group, Inc. common stock will commence trading on March 8, 2006, the day following the effective date of the merger. Includes 6,352 shares held by Mr. O'Hara individually and 25,683 shares that he contributed to the Kevin J.P. O'Hara Family Foundation, a charitable organization. Mr. O'Hara does not have a pecuniary interest in the Kevin J.P. O'Hara Family Foundation and disclaims beneficial ownership of these shares.

(2) Received in exchange for an equivalent option award to acquire an equal number of shares of Archipelago Holdings, Inc. at the same exercise price granted by Archipelago Holdings, Inc. on March 16, 2005, 19,236 of which are vested and 6,412 of which are scheduled to vest in four equal annual installments over a four year period from the date of grant.

(3) Received in exchange for an equivalent option award to acquire an equal number of shares of Archipelago Holdings, Inc. at the same exercise price granted by Archipelago Holdings, Inc. on August 11, 2004, 56,875 of which are vested and 13,125 of which are scheduled to vest in four equal annual installments over a four year period from the date of grant.

(4) Received in exchange for an equivalent option award to acquire an equal number of shares of Archipelago Holdings, Inc. at the same exercise price. These options are fully vested.

(5) Received in exchange for an equivalent option award to acquire an equal number of shares of Archipelago Holdings, Inc. at the same exercise price granted by Archipelago Holdings, Inc. on November 18, 2003, 68,056 of which are vested and 9,722 of which are scheduled to vest in four equal annual installments over a four year period from the date of grant.

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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