

NYSE Group, Inc.
Form 4
April 05, 2007

FORM 4

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

OMB APPROVAL

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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 *
Chai Nelson

(Last) (First) (Middle)

C/O NYSE GROUP, INC., 11
WALL STREET

(Street)

NEW YORK, NY 10005

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NYSE Group, Inc. [NYX]

3. Date of Earliest Transaction
(Month/Day/Year)
04/04/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. VP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share	04/04/2007		J ⁽¹⁾		32,035	D	0

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

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(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 19.3	04/04/2007		J ⁽¹⁾	25,648	⁽²⁾ 03/15/2015	Common Stock, par value \$0.01 per share 25,648
Employee Stock Options (right to buy)	\$ 11.5	04/04/2007		J ⁽¹⁾	13,125	⁽³⁾ 08/11/2014	Common Stock, par value \$0.01 per share 13,125
Employee Stock Options (right to buy)	\$ 20.25	04/04/2007		J ⁽¹⁾	72,222	⁽⁴⁾ 08/22/2010	Common Stock, par value \$0.01 per share 72,222
Employee Stock Options (right to buy)	\$ 13.41	04/04/2007		J ⁽¹⁾	15,806	⁽⁵⁾ 11/18/2013	Common Stock, par value \$0.01 per share 15,806
Employee Stock Options (right to buy)	\$ 99.5	04/04/2007		J ⁽¹⁾	6,209	⁽⁶⁾ 02/02/2017	Common Stock, par value \$0.01 per share 6,209
Restricted Stock Units	⁽⁷⁾	04/04/2007		J ⁽¹⁾	6,219	⁽⁷⁾ ⁽⁷⁾	Common Stock, par value \$0.01 per share 6,219

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

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Director 10% Owner Officer Other

Chai Nelson
C/O NYSE GROUP, INC.
11 WALL STREET
NEW YORK, NY 10005

Exec. VP and CFO

Signatures

/s/ C.M. Courtney under POA dated
3/7/2006

04/05/2007

__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).
Disposed of in exchange for an equal number of equivalent securities of NYSE Euronext in connection with the consummation on April
(1) 4, 2007, of the transactions contemplated by the Amended and Restated Combination Agreement dated November 27, 2007 by and among the Issuer, NYSE Euronext, Inc., Euronext N.V. and Jefferson Merger Sub, Inc.
- (2) Options to purchase 22,442 shares are exercisable; the remainder become exercisable in two equal installments on each of March 16, 2007 and March 16, 2008.
- (3) Options to purchase 4,375 shares are exercisable; the remainder become exercisable in two equal installments on each of August 11, 2007 and August 11, 2008.
- (4) All options are currently exercisable.
- (5) Options to purchase 10,945 shares are exercisable; the remainder become exercisable on November 17, 2007.
- (6) Options vest and become exercisable in three equal installments on each of February 3, 2008, 2009, and 2010, subject to the Reporting Person's continued employment with the Issuer.
Each Restricted Stock Unit ("RSU") represents the right to receive one share of the Issuer's Common Stock. RSUs vest and shares are
(7) delivered in three equal installments on each of February 3, 2008, 2009, and 2010, subject to the Reporting Person's continued employment with the Issuer.

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.