

Chai Nelson
Form 4
May 01, 2006

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)
04/27/2006

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 or Price | | |
| Common Stock, par value \$0.01 per share | 03/07/2006 | | A | | 32,035 (1) | A | D |
| Common Stock, par value \$0.01 per share | 04/27/2006 | | M | | 22,222 | A | D |
| Common Stock, par value \$0.01 per share | 04/27/2006 | | F | | 10,550 | D | D |
| | | | | | \$ 68.95 | | |

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| | | | | | | | |
|--|------------|---|--------|---|----------|---------|---|
| Common Stock, par value \$0.01 per share | 04/27/2006 | M | 22,222 | A | \$ 6.26 | 65,929 | D |
| Common Stock, par value \$0.01 per share | 04/27/2006 | F | 10,797 | D | \$ 68.95 | 55,132 | D |
| Common Stock, par value \$0.01 per share | 04/27/2006 | M | 48,847 | A | \$ 11.5 | 103,979 | D |
| Common Stock, par value \$0.01 per share | 04/27/2006 | F | 25,831 | D | \$ 68.95 | 78,148 | D |

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

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(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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Options (right to buy) | \$ 20.25 | 03/07/2006 | | A | 72,222 (2) | (2) 08/22/2010 | Common Stock, par value \$0.01 per share 72,222 |
| Employee Stock Options (right to buy) | \$ 4.91 | 03/07/2006 | | A | 22,222 (2) | (2) 08/11/2013 | Common Stock, par value \$0.01 per share 22,222 |
| Employee Stock | \$ 6.26 | 03/07/2006 | | A | 22,222 (2) | (2) 08/11/2013 | Common Stock, par 22,222 |

| Options (right to buy) | | | | | | | value \$0.01 per share |
|---|----------|------------|---|---------------|-----|------------|--|
| Employee Stock Options (right to buy) | \$ 13.41 | 03/07/2006 | A | 77,778 (3) | (3) | 11/18/2013 | Common Stock, par value 77, \$0.01 per share |
| Employee Stock Options (right to buy) | \$ 11.5 | 03/07/2006 | A | 70,000 (4) | (4) | 08/11/2014 | Common Stock, par value 70, \$0.01 per share |
| Employee Stock Options (right to buy) | \$ 19.3 | 03/07/2006 | A | 25,648 (5) | (5) | 03/16/2015 | Common Stock, par value 25, \$0.01 per share |
| Employee Stock Options (right to buy) | \$ 4.91 | 04/27/2006 | M | 22,222 | (2) | 08/11/2013 | Common Stock, par value 22, \$0.01 per share |
| Employee Stock Options (right to buy) | \$ 6.26 | 04/27/2006 | M | 22,222 | (2) | 08/11/2013 | Common Stock, par value 22, \$0.01 per share |
| Employee Stock Options (right to buy) | \$ 11.5 | 04/27/2006 | M | 48,847 | (4) | 08/11/2014 | Common Stock, par value 48, \$0.01 per share |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Chai Nelson C/O NYSE GROUP, INC. 11 WALL STREET NEW YORK, NY 10005 | | | Exec. VP and CFO | |

Signatures

Cornelius M. Courtney under POA dated
3/7/2006

05/01/2006

__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).

(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. Reported on Form 3 dated March 7, 2006.

(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. These options are currently exercisable. Reported on Form 3 dated March 7, 2006.

(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, of which 68,056 are exercisable, and 9,722 are scheduled to become exercisable in four equal annual installments over a four year period from November 19, 2003, the date of grant of the predecessor options. Reported on Form 3 dated March 7, 2006.

(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, of which 56,875 are exercisable, and 13,125 are scheduled to become exercisable in four equal annual installments over a four year period from August 12, 2004, the date of grant of the predecessor options. Reported on Form 3 dated March 7, 2006.

(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, of which 19,236 are exercisable, and 6,412 are scheduled to become exercisable in four equal annual installments over a four year period from March 17, 2005, the date of grant of the predecessor options. Reported on Form 3 dated March 7, 2006.

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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