NYSE Group, Inc. Form 4 March 08, 2006

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

if no longer subject to Section 16.

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations may continue. See Instruction

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

SECURITIES

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Bernstein Dale B

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

NYSE Group, Inc. [NYX]

(Check all applicable)

(Last)

(First) (Middle)

(Zip)

Execution Date, if

(Month/Day/Year)

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

11 WALL STREET, C/O NYSE

(Street)

(State)

(Month/Day/Year)

GROUP, INC.

(City)

Security

(Instr. 3)

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Instr. 8)

(Month/Day/Year)

03/08/2006

Ex. VP Human Res. & Corp Ser. 6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

NEW YORK, NY 10005

1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(9-02)

(A)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

Following Reported Transaction(s)

(Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

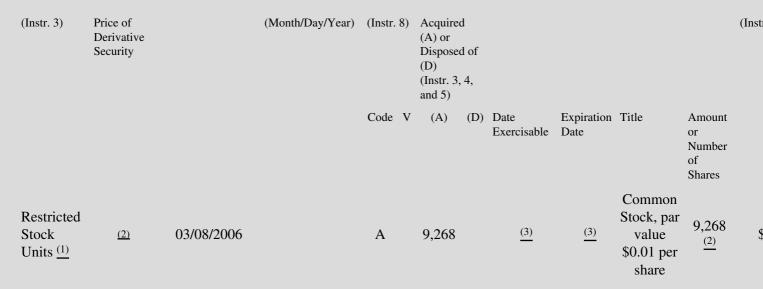
Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** Deri (Instr. 3 and 4) Secu

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Bernstein Dale B 11 WALL STREET C/O NYSE GROUP, INC. NEW YORK, NY 10005

Ex. VP Human Res. & Corp Ser.

Signatures

by Cynthia A. Lance under powerof attorney of Dale B. Bernstein

03/08/2006

**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) Granted under the NYSE Group, Inc. 2006 Stock Incentive Plan.
- (2) Each vested RSU represents the right to receive one share of the Issuer's Common Stock upon the third anniversary of the date of grant.
- 4,634 of the RSUs are fully vested upon the date of grant and the remaining 4,634 RSUs will vest in two equal installments on the first and second anniversaries of the date of grant, subject to the Reporting Person's continued employment with the Issuer. These RSUs are service-based. Generally, unvested units will be cancelled upon the Reporting Person's resignation from or other termination of 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.

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