NYSE Group, Inc. Form 4 November 22, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Freeman William M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

NYSE Group, Inc. [NYX]

(Check all applicable)

C/O NYSE GROUP, INC., 11

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

Director X_ Officer (give title

10% Owner Other (specify

11/20/2006

below) below) SVP and Deputy General Counsel

6. Individual or Joint/Group Filing(Check

(Instr. 4)

WALL STREET

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

(Instr. 8)

Applicable Line)

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

Person

NEW YORK, NY 10005

(City) (State) (Zip)

(Street)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Middle)

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)

(A)

(Instr. 3, 4 and 5)

Following Reported Transaction(s)

(Instr. 3 and 4)

Code V Amount (D) Price

(Month/Day/Year)

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 (9-02)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. TransactionNumber Code of

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

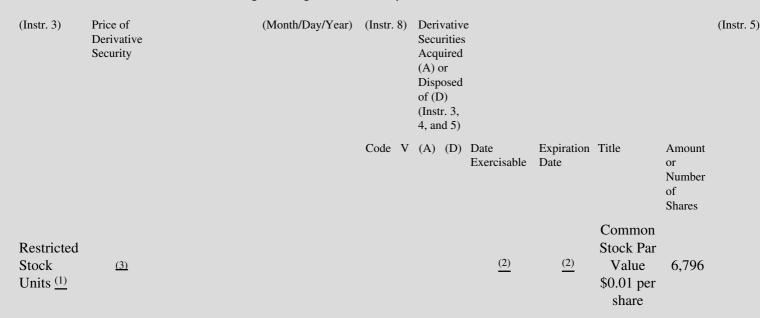
7. Title and Amount of 8. Price of **Underlying Securities** (Instr. 3 and 4)

(Instr. 4)

Derivativ

Security

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Freeman William M C/O NYSE GROUP, INC. 11 WALL STREET NEW YORK, NY 10005

SVP and Deputy General Counsel

Signatures

William M. 11/22/2006 Freeman

**Signature of Date
Reporting Person

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) Restricted Stock Units (RSUs) awarded on 3/8/2006 under the 2006 Stock Incentive Plan.
- 3398 of the RSUs are fully vested upon the date of grant and the remaining 3398 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.
- (3) Each RSU represents the right to receive one share of the issuer's Common Stock on the third anniversary of the date of grant.

Remarks:

This Form 4 is filed solely to reflect the fact that the reporting person is no longer subject to Section 16 reporting requirement 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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