NYSE Group, Inc. Form 4 January 11, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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Section 16. Form 4 or Form 5 obligations may continue.

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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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of l Chai Nelson	Reporting Person *	2. Issuer Name and Ticker or Trading Symbol NYSE Group, Inc. [NYX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First)	(Middle)	3. Date of Earliest Transaction	(Choon an apphicaele)			
		(Month/Day/Year)	Director 10% Owner			
C/O NYSE GROUP,	INC., 11	01/09/2007	X Officer (give title Other (specify below)			
WALL STREET			Exec. VP and CFO			
(Street	:)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
NEW YORK, NY 10	0005	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	ed of (D) 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	01/09/2007		Code V M	Amount 8,028	(D)	Price \$ 11.5	40,063	D	
Common Stock, par value \$0.01 per share	01/09/2007		M	1,972	A	\$ 13.41	42,035	D	
Common Stock, par	01/09/2007		S	100	D	\$ 104.02	41,935	D	

value \$0.01 per share							
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.21	41,835	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.29	41,735	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.3	41,635	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.32	41,535	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.34	41,435	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.36	41,335	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.37	41,235	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.43	41,135	D
Common Stock, par value	01/09/2007	S	100	D	\$ 104.46	41,035	D

\$0.01 per share						
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.47 40,935	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 40,835	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 40,735	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.6 40,635	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.7 40,535	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.78 40,435	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.81 40,335	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.9 40,235	D
Common Stock, par value \$0.01 per	01/09/2007	S	100	D	\$ 40,135 104.92	D

share							
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.99	40,035	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 105	39,935	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 105.06	39,835	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 105.09	39,735	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 105.16	39,635	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 105.19	39,535	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 105.25	39,435	D

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

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SEC 1474 (9-02)

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

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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. Transa Code (Instr.		Secu Acqu (A) o Disp (D)	osed of r. 3, 4,	6. Date Exer Expiration D (Month/Day	Pate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 11.5	01/09/2007		M			8,028	<u>(1)</u>	08/11/2014	Common Stock, par value \$0.01 per share	8,028
Employee Stock Options (right to buy)	\$ 13.41	01/09/2007		M			1,972	<u>(2)</u>	11/18/2013	Common Stock, par value \$0.01 per share	1,972

Reporting Owners

Reporting Owner Name / Address	Relationships
Ranarting (Iwnar Nama / Addrace	

Director 10% Owner Officer Other

Chai Nelson

C/O NYSE GROUP, INC.
11 WALL STREET

Exec. VP and CFO

NEW YORK, NY 10005

Signatures

/s/ Cornelius M. Courtney under POA dated 4/27/2006 01/11/2007

**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).
- Options to purchase 4,375 shares are exercisable. The remaining options vest and become exercisable in two equal annual installments on each of August 12, 2007 and 2008.
- (2) Options to purchase 70,945 shares are exercisable. The remaining options vest and become exercisable on August 12, 2007.

Remarks:

This is report 1 of 3 for transactions effected on January 9, 2007

Reporting Owners 5

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The sales of shares reported on this Form 4 were made pursuant to a selling plan, dated November 30, 2006, intended to comp 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.