NYSE Group, Inc. Form 4 January 26, 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

Expires:

5. Relationship of Reporting Person(s) to

I

January 31, 2005

0.5

Estimated average burden hours per

response...

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

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

2. Issuer Name and Ticker or Trading

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

01/24/2007

Common Stock, par

Putnam Gerald D			Symbol NYSE (	Symbol NYSE Group, Inc. [NYX]				Issuer			
(Last)	(First)	(Middle)	3. Date of (Month/E	f Earliest T	ransaction			Director	k all applicable 10%	Owner	
C/O NYSE GROUP, INC., 11 WALL STREET				01/24/2007				X_ Officer (give title Other (specify below)  President and Co-COO			
	(Street)			endment, Da	_	al		6. Individual or Jo	int/Group Filin	g(Check	
			Filed(Moi	nth/Day/Yea	r)			Applicable Line) _X_ Form filed by One Reporting Person			
NEW YOR	K, NY 10005							Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Execution	emed on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securi or(A) or D (Instr. 3,	ispose	d of (D)	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	01/24/2007			S	100 (1)	D	\$ 98.44	807,697	I	See Footnote (2)	
Common Stock, par value \$0.01 per share	01/24/2007			S	100 (1)	D	\$ 98.75	807,597	I	See Footnote	

S

100 (1) D \$ 98.89 807,497

See

Footnote

value \$0.01 per share							(2)
Common Stock, par value \$0.01 per share	01/24/2007	S	100 <u>(1)</u> D	\$ 99.24	807,397	I	See Footnote
Common Stock, par value \$0.01 per share	01/24/2007	S	100 (1) D	\$ 99.56	807,297	I	See Footnote
Common Stock, par value \$0.01 per share	01/24/2007	S	100 (1) D	\$ 99.75	807,197	I	See Footnote
Common Stock, par value \$0.01 per share	01/24/2007	S	100 <u>(1)</u> D	\$ 99.86	807,097	I	See Footnote
Common Stock, par value \$0.01 per share	01/24/2007	S	100 <u>(1)</u> D	\$ 99.87	806,997	I	See Footnote
Common Stock, par value \$0.01 per share	01/24/2007	S	100 (1) D	\$ 99.9	806,897	I	See Footnote
Common Stock, par value \$0.01 per share	01/24/2007	S	100 (1) D	\$ 99.91	806,797	I	See Footnote
Common Stock, par value \$0.01 per share	01/24/2007	S	100 (1) D	\$ 99.93	806,697	I	See Footnote
Common Stock, par value	01/24/2007	S	100 (1) D	\$ 100.02	806,597	I	See Footnote

\$0.01 per share							
Common Stock, par value \$0.01 per share	01/24/2007	S	100 (1) D	\$ 100.03	806,497	I	See Footnote (2)
Common Stock, par value \$0.01 per share	01/24/2007	S	100 <u>(1)</u> D	\$ 100.06	806,397	I	See Footnote
Common Stock, par value \$0.01 per share	01/24/2007	S	100 (1) D	\$ 100.07	806,297	I	See Footnote
Common Stock, par value \$0.01 per share	01/24/2007	S	100 <u>(1)</u> D	\$ 100.11	806,197	I	See Footnote
Common Stock, par value \$0.01 per share	01/24/2007	S	100 (1) D	\$ 100.12	806,097	I	See Footnote
Common Stock, par value \$0.01 per share	01/24/2007	S	100 (1) D	\$ 100.14	805,997	I	See Footnote
Common Stock, par value \$0.01 per share	01/24/2007	S	100 (1) D	\$ 100.2	805,897	I	See Footnote
Common Stock, par value \$0.01 per share	01/24/2007	S	100 (1) D	\$ 100.21	805,797	I	See Footnote
Common Stock, par value \$0.01 per	01/24/2007	S	100 (1) D	\$ 100.24	805,697	I	See Footnote (2)

share							
Common Stock, par value \$0.01 per share	01/24/2007	S	100 <u>(1)</u> D	\$ 100.27	805,597	I	See Footnote
Common Stock, par value \$0.01 per share	01/24/2007	S	100 (1) D	\$ 100.28	805,497	I	See Footnote
Common Stock, par value \$0.01 per share	01/24/2007	S	100 (1) D	\$ 100.31	805,397	I	See Footnote
Common Stock, par value \$0.01 per share	01/24/2007	S	100 (1) D	\$ 100.32	805,297	I	See Footnote
Common Stock, par value \$0.01 per share	01/24/2007	S	100 <u>(1)</u> D	\$ 100.33	805,197	I	See Footnote
Common Stock, par value \$0.01 per share	01/24/2007	S	100 (1) D	\$ 100.34	805,097	I	See Footnote
Common Stock, par value \$0.01 per share	01/24/2007	S	100 (1) D	\$ 100.36	804,997	I	See Footnote
Common Stock, par value \$0.01 per share	01/24/2007	S	100 (1) D	\$ 100.41	804,897	I	See Footnote
Common Stock, par value \$0.01 per share	01/24/2007	S	100 <u>(1)</u> D	\$ 100.42	804,797 (3)	I	See Footnote

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amou	nt of	Derivative	
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	
		Derivative				Securities	1		(Instr.	3 and 4)		
		Security				Acquired						
						(A) or						
						Disposed						
						of (D)						
						(Instr. 3,						
						4, and 5)						
										Amount		
							Date	Expiration		or		
						Exercisable	Date	Title	Number			
										of		
					Code V	I (A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Putnam Gerald D C/O NYSE GROUP, INC. 11 WALL STREET NEW YORK, NY 10005

President and Co-COO

## **Signatures**

Cornelius M. Courtney under POA dated 4/27/2006

01/26/2007

\*\*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).
- (1) Represents shares owned by Leiscester Enterprises LLC.
- (2) Mr. Putnam owns a controlling interest in Leiscester Enterprises LLC.
- (3) See Footnote 3 on report 5 of 5 for January 24, 2007, for a description of the indirect ownership of Mr. Putnam's holdings at the conclusion of the transactions effected on January 24, 2007.

#### **Remarks:**

Reporting Owners 5

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This is report 2 of 5 for transactions effected on January 24, 2007.

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.