

Putnam Gerald D
Form 4
April 03, 2007

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Putnam Gerald D

(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)
04/02/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below)

President and Co-COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	04/02/2007		S	100 ⁽¹⁾ D	\$ 95.61 651,858	I	See Footnote (2)
Common Stock, par value \$0.01 per share	04/02/2007		S	100 ⁽¹⁾ D	\$ 95.6 651,758	I	See Footnote (2)
Common Stock, par value \$0.01 per share	04/02/2007		S	100 ⁽¹⁾ D	\$ 95.59 651,658	I	See Footnote (2)

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Common Stock, par value \$0.01 per share	04/02/2007	S	100 <u>(1)</u>	D	\$ 95.58	651,558	I	See Footnote (2)
Common Stock, par value \$0.01 per share	04/02/2007	S	100 <u>(1)</u>	D	\$ 95.56	651,458	I	See Footnote (2)
Common Stock, par value \$0.01 per share	04/02/2007	S	100 <u>(1)</u>	D	\$ 95.55	651,358	I	See Footnote (2)
Common Stock, par value \$0.01 per share	04/02/2007	S	100 <u>(1)</u>	D	\$ 95.36	651,258	I	See Footnote (2)
Common Stock, par value \$0.01 per share	04/02/2007	S	100 <u>(1)</u>	D	\$ 95.19	651,158	I	See Footnote (2)
Common Stock, par value \$0.01 per share	04/02/2007	S	100 <u>(1)</u>	D	\$ 95.11	651,058	I	See Footnote (2)
Common Stock, par value \$0.01 per share	04/02/2007	S	100 <u>(1)</u>	D	\$ 95.09	650,958	I	See Footnote (2)
Common Stock, par value \$0.01 per share	04/02/2007	S	100 <u>(1)</u>	D	\$ 94.94	650,858	I	See Footnote (2)
Common Stock, par value \$0.01 per share	04/02/2007	S	100 <u>(1)</u>	D	\$ 94.93	650,758	I	See Footnote (2)
Common Stock, par value \$0.01 per share	04/02/2007	S	100 <u>(1)</u>	D	\$ 94.92	650,658	I	See Footnote (2)
Common Stock, par value \$0.01 per share	04/02/2007	S	100 <u>(1)</u>	D	\$ 94.86	650,558	I	See Footnote (2)
	04/02/2007	S	100 <u>(1)</u>	D		650,458	I	

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Common Stock, par value \$0.01 per share					\$ 94.84			See Footnote (2)
Common Stock, par value \$0.01 per share	04/02/2007	S	100 <u>(1)</u>	D	\$ 94.76	650,358	I	See Footnote (2)
Common Stock, par value \$0.01 per share	04/02/2007	S	100 <u>(1)</u>	D	\$ 94.74	650,258	I	See Footnote (2)
Common Stock, par value \$0.01 per share	04/02/2007	S	100 <u>(1)</u>	D	\$ 94.72	650,158	I	See Footnote (2)
Common Stock, par value \$0.01 per share	04/02/2007	S	100 <u>(1)</u>	D	\$ 94.68	650,058	I	See Footnote (2)
Common Stock, par value \$0.01 per share	04/02/2007	S	100 <u>(1)</u>	D	\$ 94.66	649,958	I	See Footnote (2)
Common Stock, par value \$0.01 per share	04/02/2007	S	100 <u>(1)</u>	D	\$ 94.62	649,858	I	See Footnote (2)
Common Stock, par value \$0.01 per share	04/02/2007	S	100 <u>(1)</u>	D	\$ 94.56	649,758	I	See Footnote (2)
Common Stock, par value \$0.01 per share	04/02/2007	S	100 <u>(1)</u>	D	\$ 94.38	649,658	I	See Footnote (2)
Common Stock, par value \$0.01 per share	04/02/2007	S	100 <u>(1)</u>	D	\$ 94.37	649,558	I	See Footnote (2)
Common Stock, par value \$0.01 per share	04/02/2007	S	100 <u>(1)</u>	D	\$ 94.36	649,458	I	See Footnote (2)
	04/02/2007	S	100 <u>(1)</u>	D		649,358	I	

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Common Stock, par value \$0.01 per share					\$ 94.35				See Footnote (2)
Common Stock, par value \$0.01 per share	04/02/2007		S	100 ⁽¹⁾	D	\$ 94.33	649,258	I	See Footnote (2)
Common Stock, par value \$0.01 per share	04/02/2007		S	100 ⁽¹⁾	D	\$ 94.32	649,158	I	See Footnote (2)
Common Stock, par value \$0.01 per share	04/02/2007		S	100 ⁽¹⁾	D	\$ 94.3	649,058	I	See Footnote (2)
Common Stock, par value \$0.01 per share	04/02/2007		S	100 ⁽¹⁾	D	\$ 94.27	648,958	I	See Footnote (2)

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

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

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

President and Co-COO

Signatures

04/04/2007

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 GSP, LLC.
- (2) Mr. Putnam owns a controlling interest in GSP, LLC and is the president of G&S Management Co., the manager of GSP, LLC.

Remarks:

This is report 4 of 5 for transactions effected on April 2, 2007.

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

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