

Chai Nelson
 Form 4
 February 08, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Chai Nelson

(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)
 02/06/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Exec. VP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	02/06/2007		M		10,000	A	\$ 13.41
Common Stock, par value \$0.01 per share	02/06/2007		S		185	D	\$ 98.03
Common Stock, par value \$0.01 per share	02/06/2007		S		200	D	\$ 98.07

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Common Stock, par value \$0.01 per share	02/06/2007	S	300	D	\$ 98.1	41,350	D
Common Stock, par value \$0.01 per share	02/06/2007	S	100	D	\$ 98.12	41,250	D
Common Stock, par value \$0.01 per share	02/06/2007	S	100	D	\$ 98.13	41,150	D
Common Stock, par value \$0.01 per share	02/06/2007	S	300	D	\$ 98.14	40,850	D
Common Stock, par value \$0.01 per share	02/06/2007	S	129	D	\$ 98.15	40,721	D
Common Stock, par value \$0.01 per share	02/06/2007	S	100	D	\$ 98.16	40,621	D
Common Stock, par value \$0.01 per share	02/06/2007	S	315	D	\$ 98.17	40,306	D
Common Stock, par value \$0.01 per share	02/06/2007	S	150	D	\$ 98.18	40,156	D
Common Stock, par value \$0.01 per share	02/06/2007	S	271	D	\$ 98.19	39,885	D
Common Stock, par value \$0.01 per share	02/06/2007	S	200	D	\$ 98.2	39,685	D
Common Stock, par value \$0.01 per share	02/06/2007	S	100	D	\$ 98.22	39,585	D
	02/06/2007	S	100	D		39,485	D

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Common Stock, par value \$0.01 per share					\$ 98.23		
Common Stock, par value \$0.01 per share	02/06/2007	S	250	D	\$ 98.24	39,235	D
Common Stock, par value \$0.01 per share	02/06/2007	S	250	D	\$ 98.28	38,985	D
Common Stock, par value \$0.01 per share	02/06/2007	S	150	D	\$ 98.29	38,835	D
Common Stock, par value \$0.01 per share	02/06/2007	S	100	D	\$ 98.33	38,735	D
Common Stock, par value \$0.01 per share	02/06/2007	S	100	D	\$ 98.41	38,635	D
Common Stock, par value \$0.01 per share	02/06/2007	S	200	D	\$ 98.42	38,435	D
Common Stock, par value \$0.01 per share	02/06/2007	S	100	D	\$ 98.46	38,335	D
Common Stock, par value \$0.01 per share	02/06/2007	S	200	D	\$ 98.48	38,135	D
Common Stock, par value \$0.01 per share	02/06/2007	S	300	D	\$ 98.49	37,835	D
Common Stock, par value \$0.01 per share	02/06/2007	S	300	D	\$ 98.56	37,535	D
	02/06/2007	S	100	D		37,435	D

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Common Stock, par value \$0.01 per share					\$			
					98.57			
Common Stock, par value \$0.01 per share	02/06/2007		S	160	D	\$	37,275	D
						98.58		
Common Stock, par value \$0.01 per share	02/06/2007		S	300	D	\$	36,975	D
						98.6		
Common Stock, par value \$0.01 per share	02/06/2007		S	200	D	\$	36,775	D
						98.61		

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)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Options (right to buy)	\$ 13.41	02/06/2007		M	10,000	<u>(1)</u>	11/18/2013	Common Stock, par value \$0.01 per share	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Chai Nelson
C/O NYSE GROUP, INC.
11 WALL STREET
NEW YORK, NY 10005

Exec. VP and CFO

Signatures

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

02/08/2007

__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) Options to purchase 50,945 shares are exercisable. The remaining options vest and become exercisable on August 12, 2007.

Remarks:

This is report 1 of 2 for transactions effected on February 6, 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.

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