

NYSE Group, Inc.
Form 4
April 05, 2007

FORM 4

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

OMB APPROVAL

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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 *
FORD WILLIAM E

(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)
04/04/2007

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)

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 ⁽¹⁾	04/04/2007		J ⁽¹⁾		5,384,509	D	<u>1</u> 0	By General Atlantic Partners 77, L.P. (See FN 2)
Common Stock, par value \$0.01 per share ⁽¹⁾	04/04/2007		J ⁽¹⁾		96,813	D	<u>1</u> 0	By GapStar, LLC (See FN 2)
Common Stock, par	04/04/2007		J ⁽¹⁾		2,333,995	D	<u>1</u> 0	By GAP-W Holdings, L.P.

value \$0.01 per share <u>(1)</u>								(See FN 2)
Common Stock, par value \$0.01 per share <u>(1)</u>	04/04/2007	J ⁽¹⁾	450,919	D	<u>(1)</u>	0	I ⁽²⁾	By GAP Coinvestment Partners II, L.P. (See FN 2)

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

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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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units <u>(1)</u>	<u>(3)</u>	04/04/2007		J ⁽¹⁾	13,948	<u>(3)</u>	<u>(3)</u>	Common Stock, par value \$0.01 per share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FORD WILLIAM E C/O NYSE GROUP, INC. 11 WALL STREET NEW YORK, NY 10005		X		

Signatures

/s/ C. M. Courtney under POA dated
3/7/2006

04/05/2007

__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).
- Disposed of in exchange for an equal number of equivalent securities of NYSE Euronext in connection with the consummation on April
- (1) 4, 2007, of the transactions contemplated by the Amended and Restated Combination Agreement dated November 27, 2007 by and among the Issuer, NYSE Euronext, Inc., Euronext N.V. and Jefferson Merger Sub, Inc.
- 8,266,236 shares of common stock consists of 5,384,509 shares owned by General Atlantic Partners 77, L.P.("GAP 77"), 2,333,995 shares owned by GAP-W Holdings, L.P.("GAP-W"), 96,813 shares owned by GapStar, LLC ("GapStar") and 450,919 shares owned by
- (2) GAP Coinvestment Partners II, L.P.("GAPCO II"). Mr. Ford is Chief Executive Officer and a Managing Director of General Atlantic LLC ("GA LLC") and a general partner of GAPCO II. GA LLC is the general partner of GAP 77 and GAP-W, and the sole member of GapStar. The general partners of GAPCO II are also Managing Directors of GA LLC. Mr. Ford disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (3) Each Restricted Stock Unit represents the right to receive one share of the Issuer's common stock upon the Reporting Person's termination of service on the Board of Directors for any reason other than termination for cause.

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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