

NYSE Group, Inc.
Form 4
January 26, 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 *
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)
01/24/2007

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)

President and Co-COO

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 | (D) | Price | | |
| 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 ⁽²⁾ |
| Common Stock, par | 01/24/2007 | | S | | 100 ⁽¹⁾ | D | \$ 98.89 807,497 | I | See Footnote |

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

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

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| | | | | | | | | |
|--|------------|---|----------------|---|-----------|--------------------|---|-------------------------|
| 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 <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 100 <u>(1)</u> | D | \$ 100.28 | 805,497 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 100 <u>(1)</u> | D | \$ 100.31 | 805,397 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 100 <u>(1)</u> | D | \$ 100.32 | 805,297 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 100 <u>(1)</u> | D | \$ 100.33 | 805,197 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 100 <u>(1)</u> | D | \$ 100.34 | 805,097 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 100 <u>(1)</u> | D | \$ 100.36 | 804,997 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 100 <u>(1)</u> | D | \$ 100.41 | 804,897 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 100 <u>(1)</u> | D | \$ 100.42 | 804,797 <u>(3)</u> | I | See Footnote <u>(2)</u> |

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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

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