

NYSE Group, Inc.
Form 4
May 12, 2006

FORM 4

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

OMB APPROVAL

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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

(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)
05/10/2006

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.01 per share | 03/07/2006 | | A | 1,266,461 ⁽¹⁾ | A <u>1</u> 1,266,461 ⁽²⁾ _{(3) (4)} | I | See FN ⁽¹⁾ |
| Common Stock, par value \$0.01 per share | 05/10/2006 | | S | 425,244 ⁽⁵⁾ | D \$ 61.5 841,217 | I | See FN ⁽⁵⁾ |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Options (right to buy) | \$ 13.41 | 03/07/2006 | | A | 222,222 | <u>(6)</u> 11/18/2013 | Common Stock, par value \$0.01 per share 77,778 |
| Employee Stock Options (right to buy) | \$ 11.5 | 03/07/2006 | | A | 316,666 | <u>(7)</u> 08/11/2014 | Common Stock, par value \$0.01 per share 70,000 |
| Employee Stock Options (right to buy) | \$ 19.3 | 03/07/2006 | | A | 55,700 | <u>(8)</u> 03/16/2015 | Common Stock, par value \$0.01 per share 25,648 |

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 3/7/2006 05/12/2006

__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).

Received in exchange for an equal number of shares of common stock of Archipelago Holdings, Inc. in connection with the merger of the New York Stock Exchange, Inc. and Archipelago Holdings, Inc. ("Merger"). On March 7, 2006, the effective date of the Merger, the closing price of the common stock of Archipelago Holdings, Inc. was \$64.25 per share. Represents 1,127,252 shares held through GSP,

- (1) LLC (Mr. Putnam owns a controlling interest in GSP, LLC), 82,283 shares held through Leicester Enterprises, LLC (Mr. Putnam owns a controlling interest in Leicester Enterprises, LLC) and 56,926 shares that GSP, LLC gifted to the Putnam Family Foundation, a charitable organization. Mr. Putnam does not have a pecuniary interest in the Putnam Family Foundation and disclaims beneficial ownership in these shares. Previously reported on Form 3 dated March 7, 2006.

Mr. Putnam and his wife indirectly own a 40% interest in TAL Financial Services LLC ("TFS"). TFS wholly owns Terra Nova Trading, LLC ("TNT"). Prior to August 2005, TNT held 240,586 shares of Archipelago common stock (the "Archipelago Shares") which were later converted into shares of the issuer's common stock in the Merger. Mr. Putnam disclaimed beneficial ownership of the Archipelago

- (2) Shares. Mr. Putnam serves on a 5-person committee that functioned as the board of directors of TFS (the "Committee"). Investment decisions with respect to the Archipelago Shares were made by majority vote of the Committee. On March 22, 2005, the Committee approved the sale of the Archipelago Shares and delegated to an officer of TNT the authority to sell the Archipelago Shares. Mr. Putnam did not vote on, or take any part in the discussion to approve, the sale of the Archipelago Shares. The Archipelago Shares were subsequently sold in August 2005.

On Form 4 dated 10/24/2005, Mr. Putnam disclosed his intention to use the net proceeds he receives from the sale of the Archipelago Shares based on his interest in TFS to purchase shares of Archipelago common stock or NYSE Group common stock. Mr. Putnam disclosed this intention to negate any appearance that he had benefited, even if only fortuitously, from advantageous market prices at the time of the sale of the Archipelago Shares. Mr. Putnam has, since the disclosure of such intention, been prohibited from acting on this

- (3) intention by corporate policies designed to ensure compliance with securities laws which govern trading by executives who may be in possession of material non-public information. Also since that time, the trading price of Archipelago common stock (prior to the Merger), and NYSE Group common stock (subsequent to the Merger) has substantially exceeded the price of the Archipelago Shares that TNT sold in August 2005.
- Accordingly, Mr. Putnam believes that there can be no reasonable appearance of benefit and accordingly he no longer intends his future

- (4) purchases and sales of NYSE Group common stock to be related in any way to the August 2005, sale of the Archipelago Shares by TNT. See related footnotes 2 and 3.
- 425,244 shares of common stock sold consists of 388,394 shares held through GSP, LLC (Mr. Putnam owns a controlling interest in GSP,

- (5) LLC), and 36,850 shares that GSP, LLC gifted to the Putnam Family Foundation, a charitable organization. Mr. Putnam does not have a pecuniary interest in the Putnam Family Foundation and disclaims beneficial ownership in these shares.
- Received in exchange for an equivalent option award to acquire an equal number of shares of Archipelago Holdings, Inc. at the same

(6) exercise price granted by Archipelago Holdings, Inc. on November 18, 2003, 194,445 of which are vested and 27,777 of which are scheduled to vest in four equal annual installments over a four year period from the date of grant. Previously reported on Form 3 dated March 7, 2006.

- (7) Received in exchange for an equivalent option award to acquire an equal number of shares of Archipelago Holdings, Inc. at the same exercise price granted by Archipelago Holdings, Inc. on August 11, 2004, 257,291 of which are vested and 59,375 of which are scheduled to vest in four equal annual installments over a four year period from the date of grant. Previously reported on Form 3 dated March 7, 2006.

- (8) Received in exchange for an equivalent option award to acquire an equal number of shares of Archipelago Holdings, Inc. at the same exercise price granted by Archipelago Holdings, Inc. on March 16, 2005, 41,779 of which are vested and 13,925 of which are scheduled to vest in four equal annual installments over a four year period from the date of grant. Previously reported on Form 3 dated March 7, 2006.

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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