

NYSE Group, Inc.
Form 3
March 07, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Putnam Gerald D | | (Month/Day/Year) | NYSE Group, Inc. [NYX] | |
| (Last) | (First) | (Middle) | 03/07/2006 | |
| 11 WALL STREET,Â C/O | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| NYSE GROUP, INC. | | | | |
| (Street) | | | (Check all applicable) | |
| NEW YORK,Â NYÂ 10005 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | President and Co-COO | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| Common Stock, par value \$0.01 per share | 1,266,461 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---------------------------------------|------------------|-----------------|--|----------------------------|
| Employee Stock Options (right to buy) | Â (2) | 03/16/2015 | Common Stock, par value \$0.01 per share 55,700 \$ 19.3 | D Â |
| Employee Stock Options (right to buy) | Â (3) | 08/11/2014 | Common Stock, par value \$0.01 per share 316,666 \$ 11.5 | D Â |
| Employee Stock Options (right to buy) | Â (4) | 11/18/2013 | Common Stock, par value \$0.01 per share 222,222 \$ 13.41 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Putnam Gerald D 11 WALL STREET C/O NYSE GROUP, INC. NEW YORK, NY 10005 | Â | Â | Â President and Co-COO | Â |

Signatures

/s/ Gerald D. Putnam 03/07/2006

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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. On the effective date of the merger, the closing price of the common stock of Archipelago Holdings, Inc. was \$64.25 per share. The shares of the NYSE Group, Inc. common stock will commence trading on

(1) March 8, 2006, the day following the effective date of the merger. Represents 1,127,252 shares held through GSP, 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.

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.

(2)

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

(3)

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to vest in four equal annual installments over a four year period from the date of grant.

- (4) 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 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.

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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