

NYSE Euronext
Form 4
February 14, 2012

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 *
LEIBOWITZ LAWRENCE E

(Last) (First) (Middle)

C/O NYSE EURONEXT, 11 WALL STREET

(Street)

NEW YORK, NY 10005

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NYSE Euronext [NYX]

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2012

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)

Chief Operating Officer

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 Ownership (Instr. 4) | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock, par value \$0.01 per share | 02/10/2012 | | C ⁽¹⁾ | | 69,093 | A | \$ 0 | 106,577 | D |
| Common Stock, par value \$0.01 per share | 02/10/2012 | | C ⁽¹⁾ | | 13,435 | A | \$ 0 | 120,012 | D |
| Common Stock, par value \$0.01 per share | 02/10/2012 | | C ⁽¹⁾ | | 13,037 | A | \$ 0 | 133,049 | D |

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| | | | | | | | |
|---|------------|------------------|--------|---|---------------------------|--------|---|
| Common Stock, par value \$0.01 per share | 02/10/2012 | F | 45,471 | D | \$ 27.69 <u>(2)</u> | 87,578 | D |
| Common Stock, par value \$0.01 per share | 02/13/2012 | J ⁽³⁾ | 21,809 | D | <u>(3)</u> | 65,769 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock Units | <u>(4)</u> | 02/10/2012 | | C ⁽¹⁾ | 69,093 | <u>(4)</u> | <u>(4)</u> | Common Stock, par value \$0.01 per share | 69,093 |
| Restricted Stock Units | <u>(5)</u> | 02/10/2012 | | C ⁽¹⁾ | 13,435 | <u>(5)</u> | <u>(5)</u> | Common Stock, par value \$0.01 per share | 13,435 |
| Restricted Stock Units | <u>(6)</u> | 02/10/2012 | | C ⁽¹⁾ | 13,037 | <u>(6)</u> | <u>(6)</u> | Common Stock, par value \$0.01 per share | 13,037 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

LEIBOWITZ LAWRENCE E
C/O NYSE EURONEXT
11 WALL STREET
NEW YORK, NY 10005

Chief Operating Officer

Signatures

/s/ Janet L. McGinness under POA dated August 28,
2007

02/14/2012

__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) Represents the conversion of Restricted Stock Units into an equal number of shares of Common Stock.
- (2) Represents the closing price of the Common Stock on the trading day immediately before the date of delivery of the securities.
- (3) The reporting person transferred 21,809 shares of common stock to the reporting person's former spouse pursuant to property settlement in a divorce proceeding. The reporting person disclaims beneficial ownership of the securities owned by the former spouse.
Each restricted stock unit ("RSU") represents the right to receive one share of the Issuer's common stock. RSUs vest and shares are delivered on February 10, 2012, subject to the reporting person's continued employment with the Issuer. The amount of the award was determined in part by reference to the closing price of the Issuer's common stock on February 9, 2009.
- (5) Each restricted stock unit ("RSU") represents the right to receive one share of the Issuer's common stock. RSUs vest and shares are delivered in three equal installments on each of February 10, 2010, 2011 and 2012, subject to the reporting person's continued employment with the Issuer. The amount of the award was determined in part by reference to the closing price of the Issuer's common stock on February 9, 2009.
- (6) Each restricted stock unit ("RSU") represents the right to receive one share of the Issuer's common stock. RSUs vest and shares are delivered in three equal installments on each of February 10, 2011, 2012 and 2013, subject to the reporting person's continued employment with the Issuer. The amount of the award was determined in part by reference to the closing price of the Issuer's common stock on February 9, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.