

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 *
Chai Nelson

(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
X Officer (give title below) ___ Other (specify below)
Exec. VP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	(D)	Price
Common Stock, par value \$0.01 per share	04/04/2007		J ⁽¹⁾		32,035	D	0

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

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(9-02)

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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)	\$ 19.3	04/04/2007		J ⁽¹⁾	25,648	⁽²⁾ 03/15/2015	Common Stock, par value \$0.01 per share 25,648
Employee Stock Options (right to buy)	\$ 11.5	04/04/2007		J ⁽¹⁾	13,125	⁽³⁾ 08/11/2014	Common Stock, par value \$0.01 per share 13,125
Employee Stock Options (right to buy)	\$ 20.25	04/04/2007		J ⁽¹⁾	72,222	⁽⁴⁾ 08/22/2010	Common Stock, par value \$0.01 per share 72,222
Employee Stock Options (right to buy)	\$ 13.41	04/04/2007		J ⁽¹⁾	15,806	⁽⁵⁾ 11/18/2013	Common Stock, par value \$0.01 per share 15,806
Employee Stock Options (right to buy)	\$ 99.5	04/04/2007		J ⁽¹⁾	6,209	⁽⁶⁾ 02/02/2017	Common Stock, par value \$0.01 per share 6,209
Restricted Stock Units	⁽⁷⁾	04/04/2007		J ⁽¹⁾	6,219	⁽⁷⁾ ⁽⁷⁾	Common Stock, par value \$0.01 per share 6,219

Reporting Owners

Reporting Owner Name / Address	Relationships
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Reporting Owners

