

NYSE Euronext
Form 4
April 19, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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/ONYSE 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)
04/17/2007

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)
CFO and Mgmt Committee Member

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 or Price | | |
| Common Stock, par value \$0.01 per share (1) | 04/04/2007 | | A(1) | | 32,035 | A | D |
| Common Stock, par value \$0.01 per share | 04/17/2007 | | M | | \$ 6,084 | A | D |
| Common Stock, par value \$0.01 | 04/17/2007 | | M | | \$ 19.3 | A | D |

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| | | | | | | | |
|---|------------|---|-------|---|-------------|--------|---|
| per share | | | | | | | |
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 1,500 | D | \$ 93 | 40,535 | D |
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 1,200 | D | \$ 92.95 | 39,335 | D |
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 1,200 | D | \$ 92.94 | 38,135 | D |
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 800 | D | \$ 92.82 | 37,335 | D |
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 700 | D | \$ 93.05 | 36,635 | D |
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 700 | D | \$ 92.97 | 35,935 | D |
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 600 | D | \$ 92.98 | 35,335 | D |
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 500 | D | \$ 92.87 | 34,835 | D |
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 400 | D | \$ 93.01 | 34,435 | D |
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 400 | D | \$ 92.71 | 34,035 | D |
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 300 | D | \$ 93.12 | 33,735 | D |

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| | | | | | | | |
|--|------------|---|-----|---|----------|--------|---|
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 300 | D | \$ 93.04 | 33,435 | D |
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 300 | D | \$ 93.02 | 33,135 | D |
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 200 | D | \$ 93.1 | 32,935 | D |
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 200 | D | \$ 93.06 | 32,735 | D |
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 200 | D | \$ 92.85 | 32,535 | 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.

SEC 1474
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Options (right to buy) ⁽¹⁾ | \$ 19.3 | 04/04/2007 | | A ⁽¹⁾ | 25,648 | ⁽²⁾ 03/15/2015 | Common Stock, par value \$0.01 per share 25,648 |
| Employee Stock Options | \$ 11.5 | 04/04/2007 | | A ⁽¹⁾ | 13,125 | ⁽³⁾ 08/11/2014 | Common Stock, par value 13,125 |

| | | | | | | | | | |
|--|----------------|------------|------------------|--------|----------------|----------------|--|--|--------|
| (right to buy) | | | | | | | | \$0.01 per share | |
| Employee Stock Options (right to buy) ⁽¹⁾ | \$ 20.25 | 04/04/2007 | A ⁽¹⁾ | 72,222 | ⁽⁴⁾ | 08/22/2010 | | Common Stock, par value \$0.01 per share | 72,222 |
| Employee Stock Options (right to buy) ⁽¹⁾ | \$ 13.41 | 04/04/2007 | A ⁽¹⁾ | 15,806 | ⁽⁵⁾ | 11/18/2013 | | Common Stock, par value \$0.01 per share | 15,806 |
| Employee Stock Options (right to buy) ⁽¹⁾ | \$ 99.5 | 04/04/2007 | A ⁽¹⁾ | 6,209 | ⁽⁶⁾ | 02/02/2017 | | Common Stock, par value \$0.01 per share | 6,209 |
| Restricted Stock Units ⁽¹⁾ | ⁽⁷⁾ | 04/04/2007 | A ⁽¹⁾ | 6,219 | ⁽⁷⁾ | ⁽⁷⁾ | | Common Stock, par value \$0.01 per share | 6,219 |
| Employee Stock Options (right to buy) | \$ 13.41 | 04/17/2007 | M | 6,084 | ⁽⁵⁾ | 11/18/2013 | | Common Stock, par value \$0.01 per share | 6,084 |
| Employee Stock Options (right to buy) | \$ 19.3 | 04/17/2007 | M | 3,916 | ⁽²⁾ | 03/15/2015 | | Common Stock, par value \$0.01 per share | 3,916 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Chai Nelson C/ONYSE EURONEXT 11 WALL STREET NEW YORK, NY 10005 | | | CFO and Mgmt Committee Member | |

Signatures

/s/ C. M. Courtney under POA dated March 27, 2007

04/19/2007

__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) Acquired in exchange for an equal number of equivalent securities of NYSE Group, Inc. in connection with the consummation on April 4, 2007, of the transactions contemplated by the Amended and Restated Combination Agreement dated November 27, 2007 by and among the Issuer, NYSE Group, Inc., Euronext N.V. and Jefferson Merger Sub, Inc., and approved by the Issuer's Board of Directors so as to be exempt under Rule 16b-3. Previously reported on Form 3 dated April 3, 2007.
 - (2) Options to purchase 22,442 shares are exercisable; the remainder become exercisable in two equal installments on each of March 16, 2008 and March 16, 2009.
 - (3) Options to purchase 4,375 shares are exercisable; the remainder become exercisable in two equal installments on each of August 11, 2007 and August 11, 2008.
 - (4) All options are currently exercisable.
 - (5) Options to purchase 10,945 shares are exercisable; the remainder become exercisable on November 17, 2007.
 - (6) Options vest and become exercisable in three equal installments on each of February 3, 2008, 2009, and 2010, subject to the Reporting Person's continued employment with the Issuer.
 - (7) 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 3, 2008, 2009, and 2010, subject to the Reporting Person's continued employment with the Issuer.

Remarks:

This is report 1 of 2 for transactions effected on April 17, 2007.

The sales of shares reported on this Form 4 were made pursuant to a selling plan, dated November 30, 2006, intended to comp

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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