

NYSE Group, Inc.
Form 4
January 10, 2007

FORM 4

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

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

OMB APPROVAL

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(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)
01/08/2007

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 ____ Other (specify
below) below)

President and Co-COO

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	01/08/2007		S		200 <u>(1)</u>	D	\$ 103.78	831,602	I	See Footnote <u>(2)</u>
Common Stock, par value \$0.01 per share	01/08/2007		S		200 <u>(1)</u>	D	\$ 103.92	831,402	I	See Footnote <u>(2)</u>
Common Stock, par	01/08/2007		S		200 <u>(1)</u>	D	\$ 104.05	831,202	I	See Footnote

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value								(2)
\$0.01 per share								
Common Stock, par value \$0.01 per share	01/08/2007	S	200 <u>(1)</u>	D	\$ 101.12	831,002	I	See Footnote (2)
Common Stock, par value \$0.01 per share	01/08/2007	S	200 <u>(1)</u>	D	\$ 104.52	830,802	I	See Footnote (2)
Common Stock, par value \$0.01 per share	01/08/2007	S	200 <u>(1)</u>	D	\$ 103.86	830,602	I	See Footnote (2)
Common Stock, par value \$0.01 per share	01/08/2007	S	200 <u>(1)</u>	D	\$ 103.85	830,402	I	See Footnote (2)
Common Stock, par value \$0.01 per share	01/08/2007	S	200 <u>(1)</u>	D	\$ 103.6	830,202	I	See Footnote (2)
Common Stock, par value \$0.01 per share	01/08/2007	S	200 <u>(1)</u>	D	\$ 105.65	830,002	I	See Footnote (2)
Common Stock, par value \$0.01 per share	01/08/2007	S	200 <u>(1)</u>	D	\$ 104.63	829,802	I	See Footnote (2)
Common Stock, par value \$0.01 per share	01/08/2007	S	200 <u>(1)</u>	D	\$ 103.26	829,602	I	See Footnote (2)
Common Stock, par value	01/08/2007	S	200 <u>(1)</u>	D	\$ 103.05	829,402	I	See Footnote (2)

\$0.01 per share									
Common Stock, par value \$0.01 per share	01/08/2007	S	200 <u>(1)</u>	D	\$ 100.2	829,202	I	See Footnote <u>(2)</u>	
Common Stock, par value \$0.01 per share	01/08/2007	S	200 <u>(1)</u>	D	\$ 100.5	829,002	I	See Footnote <u>(2)</u>	
Common Stock, par value \$0.01 per share	01/08/2007	S	200 <u>(1)</u>	D	\$ 100.52	828,802	I	See Footnote <u>(2)</u>	
Common Stock, par value \$0.01 per share	01/08/2007	S	200 <u>(1)</u>	D	\$ 100.97	828,602	I	See Footnote <u>(2)</u>	
Common Stock, par value \$0.01 per share	01/08/2007	S	200 <u>(1)</u>	D	\$ 104.25	828,402	I	See Footnote <u>(2)</u>	
Common Stock, par value \$0.01 per share	01/08/2007	S	200 <u>(1)</u>	D	\$ 104.36	828,202	I	See Footnote <u>(2)</u>	
Common Stock, par value \$0.01 per share	01/08/2007	S	200 <u>(1)</u>	D	\$ 104.39	828,002	I	See Footnote <u>(2)</u>	
Common Stock, par value \$0.01 per share	01/08/2007	S	200 <u>(1)</u>	D	\$ 104.5	827,802	I	See Footnote <u>(2)</u>	
Common Stock, par value \$0.01 per	01/08/2007	S	200 <u>(1)</u>	D	\$ 104.74	827,602	I	See Footnote <u>(2)</u>	

share

Common Stock, par value \$0.01 per share	01/08/2007	S	200 <u>(1)</u>	D	\$ 104.96	827,402	I	See Footnote (2)
Common Stock, par value \$0.01 per share	01/08/2007	S	200 <u>(1)</u>	D	\$ 101.03	827,202	I	See Footnote (2)
Common Stock, par value \$0.01 per share	01/08/2007	S	200 <u>(1)</u>	D	\$ 101.09	827,002	I	See Footnote (2)
Common Stock, par value \$0.01 per share	01/08/2007	S	200 <u>(1)</u>	D	\$ 101.2	826,802	I	See Footnote (2)
Common Stock, par value \$0.01 per share	01/08/2007	S	200 <u>(1)</u>	D	\$ 101.26	826,602	I	See Footnote (2)
Common Stock, par value \$0.01 per share	01/08/2007	S	200 <u>(1)</u>	D	\$ 102.1	826,402	I	See Footnote (2)
Common Stock, par value \$0.01 per share	01/08/2007	S	200 <u>(1)</u>	D	\$ 102.52	826,202	I	See Footnote (2)
Common Stock, par value \$0.01 per share	01/08/2007	S	200 <u>(1)</u>	D	\$ 102.83	826,002	I	See Footnote (2)
Common Stock, par value \$0.01 per share	01/08/2007	S	200 <u>(1)</u>	D	\$ 102.84	825,802 <u>(3)</u>	I	See Footnote (2)

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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 01/10/2007
4/27/2006

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).
- (1) Represents shares owned by Leiscester Enterprises LLC.
- (2) Mr. Putnam owns a controlling interest in Leiscester Enterprises LLC.
- (3) See Footnote 3 on report 5 of 5 for January 8, 2007 for a description of the indirect ownership of the Mr. Putnam's holdings at the conclusion of the transactions effected on January 8, 2007.

Remarks:

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This is report 3 of 5 for January 8, 2007, for Mr. Putnam.

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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