

Chai Nelson  
 Form 4  
 February 08, 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

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

(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)  
 02/06/2007

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)  
 Exec. VP and CFO

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 Indirect Beneficial Ownership (Instr. 4) |        |   |  |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|--|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |        |   |  |
| Common Stock, par value \$0.01 per share | 02/06/2007                           |  | M                              |   | 10,000  | A  | \$ 13.41  | 42,035 | D |  |
| Common Stock, par value \$0.01 per share | 02/06/2007                           |  | S                              |   | 185   | D  | \$ 98.03  | 41,850 | D |  |
| Common Stock, par value \$0.01 per share | 02/06/2007                           |  | S                              |   | 200   | D  | \$ 98.07  | 41,650 | D |  |

Edgar Filing: Chai Nelson - Form 4

|   |            |   |     |   |             |        |   |
|---|------------|---|-----|---|-------------|--------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2007 | S | 300 | D | \$ 98.1     | 41,350 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2007 | S | 100 | D | \$<br>98.12 | 41,250 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2007 | S | 100 | D | \$<br>98.13 | 41,150 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2007 | S | 300 | D | \$<br>98.14 | 40,850 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2007 | S | 129 | D | \$<br>98.15 | 40,721 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2007 | S | 100 | D | \$<br>98.16 | 40,621 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2007 | S | 315 | D | \$<br>98.17 | 40,306 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2007 | S | 150 | D | \$<br>98.18 | 40,156 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2007 | S | 271 | D | \$<br>98.19 | 39,885 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2007 | S | 200 | D | \$ 98.2     | 39,685 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2007 | S | 100 | D | \$<br>98.22 | 39,585 | D |
|   | 02/06/2007 | S | 100 | D |             | 39,485 | D |

Edgar Filing: Chai Nelson - Form 4

|   |            |   |     |   |             |        |   |
|---|------------|---|-----|---|-------------|--------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share |            |   |     |   | \$<br>98.23 |        |   |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2007 | S | 250 | D | \$<br>98.24 | 39,235 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2007 | S | 250 | D | \$<br>98.28 | 38,985 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2007 | S | 150 | D | \$<br>98.29 | 38,835 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2007 | S | 100 | D | \$<br>98.33 | 38,735 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2007 | S | 100 | D | \$<br>98.41 | 38,635 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2007 | S | 200 | D | \$<br>98.42 | 38,435 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2007 | S | 100 | D | \$<br>98.46 | 38,335 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2007 | S | 200 | D | \$<br>98.48 | 38,135 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2007 | S | 300 | D | \$<br>98.49 | 37,835 | D |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2007 | S | 300 | D | \$<br>98.56 | 37,535 | D |
|   | 02/06/2007 | S | 100 | D |             | 37,435 | D |

Edgar Filing: Chai Nelson - Form 4

|   |            |  |   |     |       |       |        |   |
|---|------------|--|---|-----|-------|-------|--------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share |            |  |   |     | \$    |       |        |   |
|   |            |  |   |     | 98.57 |       |        |   |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2007 |  | S | 160 | D     | \$    | 37,275 | D |
|   |            |  |   |     |       | 98.58 |        |   |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2007 |  | S | 300 | D     | \$    | 36,975 | D |
|   |            |  |   |     |       | 98.6  |        |   |
| Common<br>Stock, par<br>value \$0.01<br>per share | 02/06/2007 |  | S | 200 | D     | \$    | 36,775 | D |
|   |            |  |   |     |       | 98.61 |        |   |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares                  |        |
|---|--|---|---|--------------------------------------|--|--|---|--|--------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title  |        |
| Employee<br>Stock<br>Options<br>(right to<br>buy)   | \$ 13.41   | 02/06/2007                              |   | M                                    | 10,000   | (1)  | 11/18/2013  | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 10,000 |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

Chai Nelson  
C/O NYSE GROUP, INC.  
11 WALL STREET  
NEW YORK, NY 10005

Exec. VP and CFO

## Signatures

/s/ Cornelius M. Courtney under POA dated  
4/27/2006

02/08/2007

\_\_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) Options to purchase 50,945 shares are exercisable. The remaining options vest and become exercisable on August 12, 2007.

### Remarks:

This is report 1 of 2 for transactions effected on February 6, 2007

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

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.