NYSE Group, Inc. Form 4 February 06, 2007

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per response... 0.5

**OMB** 

Number:

**OMB APPROVAL** 

3235-0287

January 31,

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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(b).

(Last)

1. Name and Address of Reporting Person \* Tutwiler Margaret D

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

NYSE Group, Inc. [NYX] (Check all applicable)

3. Date of Earliest Transaction

02/03/2007

(Month/Day/Year)

Director 10% Owner X\_ Officer (give title Other (specify below)

11 WALL STREET, C/O NYSE GROUP, INC.

4. If Amendment, Date Original

EVP of Comm. & Gov. Rel. 6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10005

(City) (State) (Zip)

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Person

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

(A) Code V Amount (D) Price

Reported Transaction(s) (Instr. 3 and 4)

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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(
				Code V	(A) (D	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Resricted Stock Untits (1)	(2) (3)	02/03/2007(3)		A	3,580	<u>(2)</u>	(2)	Common Stock, par value \$0.01 per share	3,580
Employee Stock Option (Right to buy) (1)	\$ 99.5 (3)	02/03/2007(3)		A	3,575	<u>(4)</u>	02/02/2017	Common Stock, par value \$0.01 per share	3,575

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Tutwiler Margaret D 11 WALL STREET C/O NYSE GROUP, INC. NEW YORK, NY 10005

EVP of Comm. & Gov. Rel.

### **Signatures**

by Cornelius M. Courtney under POA dated 3/7/2006

02/06/2007

\*\*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) Granted under the NYSE Group, Inc. 2006 Stock Incentive Plan.
- 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.
- Pursuant to resolutions of the Issuer's Board of Directors adopted 1/4/2007, the effective date of grant is 2/3/2007. The amount of the award and the exercise price of options included in the award were determined in part by reference to the closing price of the Issuer's common stock on 2/2/2007.
- 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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