Edgar Filing: ARCHIPELAGO HOLDINGS INC - Form 4

ARCHIPELA Form 4 October 04, 20	GO HOLDING	GS INC									
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								-	PPROVAL		
	STATES	S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549			OMB Number:	3235-0287					
Check this if no longe	r							Expires:	January 31,		
subject to STATEMENT O			F CHANGES IN BENEFICIAL OWNERSHIP OF				Estimated	2005 average			
Section 16 Form 4 or	Section 16. SECURITIES						burden hours per				
Form 5	Filed pu	rsuant to 9	Section	16(a) of th	ne Securi	ties Excha	nge Act of 1934,	response	. 0.5		
obligations	Section 17						t of 1935 or Section	n			
may contin See Instruc	iue.			•	•	ny Act of 1					
1(b).					_						
(Print or Type Re	esponses)										
1. Name and Ad	dress of Reporting	g Person <u>*</u>	2. Issue	er Name an	d Ticker or	Trading	5. Relationship of	f Reporting Person(s) to			
Cormack Mic	chael		Symbol Issuer				Issuer				
			ARCHIPELAGO HOLDINGS INC [AX]				(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of	of Earliest T	ransaction		Director		% Owner		
100 SOUTH WACKER DRIVE,			(Wohn Day Tear) below			X Officer (give below)	Officer (give title Other (specify below)				
	C/O ARCHIP		09/30/2	2005				President			
HOLDINGS,		LLIIOO									
(Street)			4. If Amendment, Date Original			1	6. Individual or Joint/Group Filing(Check				
· · · ·			Filed(Month/Day/Year) Applicable Line) _X_ Form filed b				Applicable Line)				
								y One Reporting Person More than One Reporting			
CHICAGO, I	L 60606						Person	tore than One K	epotting		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	Acquired, Disposed of	f, or Beneficia	lly Owned		
1.Title of 2	. Transaction Date	e 2A. Deem		3.	4. Securit				7. Nature of		
•	Month/Day/Year)	Execution	Date, if	Transactio	-			Form: Direct	Indirect		
(Instr. 3)		any (Month/D	•		CodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)		•	D) or Indirect I)	Beneficial Ownership		
		(Wonth D					· · · · · · · · · · · · · · · · · · ·	Instr. 4)	(Instr. 4)		
						(A)	Reported				
						or	Transaction(s) (Instr. 3 and 4)				
				Code V	Amount	(D) Price					
Reminder: Report	rt on a separate lin	e for each cl	ass of sec	urities bene	ficially ow	ned 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.

 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. Transacti Code (Instr. 8)	5. Number onof 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. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1) (2)	\$ 0	09/30/2005	09/30/2005	А	2,071 (3)	(4)	<u>(4)</u>	Common Stock	(2)	\$

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Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director 10% Own		Officer	Other		
Cormack Michael 100 SOUTH WACKER DRIVE, SUITE 1800 C/O ARCHIPELAGO HOLDINGS, INC. CHICAGO, IL 60606			President			
Signatures						
by Cynthia A. Lance under Power of Attorney f Cormack	for Micha	el	10/04/2	2005		

**Signature of Reporting Person

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 Archipelago Holdings, Inc. 2004 Stock Incentive Plan.
- (2) Each RSU represents the right to receive on share of the Issuer's common stock upon vesting.
- The number of RSUs awarded to the Reporting Person was determined by dividing the sum of the total dollar value of compensation (3) granted to the Reporting Person by \$ 39.85 (the closing price of the issuer's common stock on the Arca Exchange on September 30, 2005) and rounding to the next whole number.

The RSUs are service-based and will vest on in four installments, each occurring on the anniversary of the date of grant (beginning on the first anniversary), in the amount of 10%, 20%, 30% and 40% respectively, subject to the Reporting Person's continued employment with

(4) the Company. Generally, unvested units will be cancelled upon the Reporting Person's resignation from or other termination of employment with the Company.

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.

Date