## Edgar Filing: ARCHIPELAGO HOLDINGS INC - Form 4

ARCHIPEL Form 4 October 04,	AGO HOLDINC 2005	S INC								
							OMB A	OMB APPROVAL		
Check this box if no longer subject to Section 16. Form 4 or				SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549				OMB Number:	3235-0287	
				T CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires:January 31Expires:2005Estimated averageburden hours perresponse0.5	
Form 5 obligatic may con <i>See</i> Instr 1(b).	tinue. Section 17	(a) of the l	Public U		ding Cor	npany Ac	ange Act of 1934, et of 1935 or Section 1940	n		
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> MCNULTY JAMES J			2. Issuer Name <b>and</b> Ticker or Trading Symbol ARCHIPELAGO HOLDINGS INC			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
	H WACKER DR 0, C/O ARCHIPI			of Earliest Tr Day/Year) 2005	ransaction		X Director Officer (give below)		% Owner her (specify	
Filed				. If Amendment, Date Original ïled(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
CHICAGO	, IL 60606						Person	fore than one R	epotting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Securities	Acquired, Disposed of	, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)			Date, if	TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			SecuritiesFBeneficially(2)Owned(2)Following(2)ReportedTransaction(s)(Instr. 3 and 4)	. Ownership Form: Direct D) or Indirect I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V		(D) Price	e			
Reminder: Rej	port on a separate lin	e for each cl	ass of sec	urities benef	icially 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 on 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 Derivat Securit (Instr. :
				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	989 ( <u>3)</u>	(4)	(4)	Common Stock	<u>(2)</u>	\$ C

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
FB	Director	10% Owner	Officer	Other			
MCNULTY JAMES J 100 SOUTH WACKER DRIVE, SUITE 1800 C/O ARCHIPELAGO HOLDINGS, INC. CHICAGO, IL 60606	Х						
Signatures							
Cynthia A. Lance under power of attorney of Ja McNulty	10/04/2005						

\*\*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 a right to receive one share of the Issuer's Common Stock (or cash equal to the fair market value thereof) upon the director's resignation or other termination of service from the Company's Board of Directors.

The number of RSUs awarded to the Reporting Person represent: (i) the dollar value of the Reporting Person's quarterly RSU

- (3) compensation for service as a director of the Company, divided by \$39.85 (the closing price of the issuer's common stock on the Arca Exchange on September 30, 2005); and (ii) 110% of the dollar value of the Reporting Person's quarterly cash compensation for service as a director of the Company, divided by \$39.85.
- (4) The RSU granted to the Reporting Person are fully vested on the date of grant with the underlying shares (or cash equal to the fair market value thereof) to be delivered upon the Reporting Person's resignation or other termination from the Company's board of directors.

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