

ARCHIPELAGO HOLDINGS INC

Form 4

March 08, 2006

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Breedon Richard C

(Last) (First) (Middle)

100 SOUTH WACKER DRIVE,
SUITE 1800, C/O ARCHIPELAGO
HOLDINGS, INC.

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
ARCHIPELAGO HOLDINGS INC
[AX]

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2006

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)

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)
Common Stock	03/07/2006		A	10,288	A <u>(1)</u> <u>(2)</u>	35,288	D
Common Stock	03/07/2006		D	35,288	D <u>(3)</u>	0	D

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

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(9-02)

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Restricted Stock Unit	\$ 0	03/07/2006		D	10,288 (1)	(1)(2) (1)(2)	Common Stock	10,288

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Breeden Richard C 100 SOUTH WACKER DRIVE, SUITE 1800 C/O ARCHIPELAGO HOLDINGS, INC. CHICAGO, IL 60606	X

Signatures

by Cynthia A. Lance under power of attorney for Richard C. Breeden 03/08/2006

**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 RSU awards issued to the reporting person as follows: 1,903 RSUs on 9/12/04; 3,335 RSUs on 11/15/04; 2,225 RSUs on 3/31/05; 1,012 RSUs on 6/30/05; 989 RSUs on 9/30/05 and 824 RSUs on 11/1/05. Each RSU represents the right to receive one share of the Issuer's common stock upon the reporting person's resignation from the Issuer's Board. The 9/12/04 & 11/15/04 issuances were scheduled to vest in four equal installments over a four year period beginning on the first anniversary of the date of grant, but such RSUs became fully vested in connection with the Issuer's merger with the New York Stock Exchange, Inc. All other issuances were fully vested.

(2) In connection with the reporting person's resignation from the Issuer's Board of directors as a result of the merger, the shares of the Issuer's common stock were delivered to the reporting person and converted into an equal number of shares common stock of NYSE Group, Inc., par value \$0.01 per share. On the effective date of the merger, the closing price of the Issuer's common stock was \$64.25 per share. The shares of the NYSE Group, Inc. common stock commenced trading on March 8, 2006, the day following the effective date of the merger, at \$67.00 per share.

(3) Disposed of pursuant to the Issuer's merger with the New York Stock Exchange, Inc. in exchange for an equal number of shares of common stock of NYSE Group, Inc., par value \$0.01 per share.

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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