

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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FORD WILLIAM E

(Last) (First) (Middle)

GENERAL ATLANTIC SERVICE  
COMPANY, LLC, 3 PICKWICK  
PLAZA

(Street)

GREENWICH, CT 06830

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/07/2006		U		7,193,963	D	(5) 0
Common Stock	03/07/2006		U		129,835	D	(5) 0
Common Stock	03/07/2006		U		2,437,604	D	(5) 0
Common Stock	03/07/2006		U		605,064	D	(5) 0

See (1)

See (2)

See (3)

See (4)

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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 (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.	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	03/07/2006		D		13,251		<u>(6)</u>	<u>(6)</u>	Common Stock	13,251

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FORD WILLIAM E GENERAL ATLANTIC SERVICE COMPANY, LLC 3 PICKWICK PLAZA GREENWICH, CT 06830	X

## Signatures

William E. Ford 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) By General Atlantic Partners 77, L.P. ("GAP 77"). See footnote 4.

(2) By GapStar, LLC ("GapStar"). See footnote 4.

(3) By GAP-W Holdings, L.P. ("GAP-W"). See footnote 4.

By GAP Coinvestment Partners II, L.P. ("GAPCO II"). The Reporting Person is President and a Managing Director of General Atlantic  
(4) LLC ("GA LLC") and a general partner of GAPCO II. GA LLC is the general partner of GAP 77 and GAP-W, and the sole member of GapStar. The general partners of GAPCO II are also Managing Directors of GA LLC.

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- (5) Disposed of as a result of the issuer's merger (the "Merger") with the New York Stock Exchange, Inc., in exchange for (i) in the case of GAP 77, 7,193,963 shares of common stock of NYSE Group, Inc. ("NYSE Group"), (ii) in the case of GapStar, 129,835 shares of common stock of NYSE Group, (iii) in the case of GAP-W, 2,437,604 shares of common stock of NYSE Group and (iv) in the case of GAPCO II, 605,064 shares of common stock of NYSE Group. On the effective date of the Merger, the closing price of the issuer's common stock was \$64.25 per share. The shares of common stock of NYSE Group commenced trading on March 8, 2006, the day following the effective date of the Merger, at \$67.00 per share.

- (6) These restricted stock units are fully vested and represent the 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 issuer's board of directors, including a change of control of the issuer. They were disposed of as a result of the consummation of the Merger in exchange for 13,251 restricted stock units of NYSE Group. The shares of common stock of NYSE Group commenced trading on March 8, 2006, the day following the effective date of the Merger, at \$67.00 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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