NYSE Group, Inc. Form 4 March 12, 2007

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

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**OMB APPROVAL** 

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Putnam Gerald D	Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol NYSE Group, Inc. [NYX]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) (First) (I	Middle)	3. Date of Earliest Transaction				
		(Month/Day/Year)	Director 10% Owner			
C/O NYSE GROUP, INC., 1 WALL STREET	11	03/08/2007	X Officer (give title Other (specify below) President and Co-COO			
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
NEW YORK, NY 10005		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

	(City)	(State) (	Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
S	Title of ecurity (nstr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi n(A) or Di (Instr. 3,	ispose	d of (D)	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)
S	common tock, par alue \$0.01 er share	03/08/2007				` ´		741,558	I	See Footnote
S	common tock, par alue \$0.01 er share	03/08/2007		S	100 (1)	D	\$ 85.16	741,458	I	See Footnote (2)
S	Common stock, par alue \$0.01 er share	03/08/2007		S	100 (1)	D	\$ 85.17	741,358	I	See Footnote (2)

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Common Stock, par value \$0.01 per share	03/08/2007	S	100 <u>(1)</u> D	\$ 85.21	741,258	I	See Footnote (2)
Common Stock, par value \$0.01 per share	03/08/2007	S	100 (1) D	\$ 85.25	741,158	I	See Footnote
Common Stock, par value \$0.01 per share	03/08/2007	S	100 (1) D	\$ 85.27	741,058	I	See Footnote
Common Stock, par value \$0.01 per share	03/08/2007	S	100 (1) D	\$ 85.29	740,958	I	See Footnote (2)
Common Stock, par value \$0.01 per share	03/08/2007	S	200 (1) D	\$ 84.15	740,758	I	See Footnote
Common Stock, par value \$0.01 per share	03/08/2007	S	200 (1) D	\$ 84.22	740,558	I	See Footnote (2)
Common Stock, par value \$0.01 per share	03/08/2007	S	200 (1) D	\$ 84.25	740,358	I	See Footnote
Common Stock, par value \$0.01 per share	03/08/2007	S	200 (1) D	\$ 84.29	740,158	I	See Footnote
Common Stock, par value \$0.01 per share	03/08/2007	S	200 <u>(1)</u> D	\$ 84.32	739,958	I	See Footnote
Common Stock, par value \$0.01 per share	03/08/2007	S	200 (1) D	\$ 84.42	739,758	I	See Footnote
Common Stock, par value \$0.01 per share	03/08/2007	S	200 (1) D	\$ 84.43	739,558	I	See Footnote (2)
	03/08/2007	S	200 (1) D	\$ 84.5	739,358	I	

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Common Stock, par value \$0.01 per share							See Footnote
Common Stock, par value \$0.01 per share	03/08/2007	S	200 (1) D	\$ 84.64	739,158	I	See Footnote
Common Stock, par value \$0.01 per share	03/08/2007	S	200 <u>(1)</u> D	\$ 84.68	738,958	I	See Footnote
Common Stock, par value \$0.01 per share	03/08/2007	S	200 <u>(1)</u> D	\$ 84.69	738,758	I	See Footnote
Common Stock, par value \$0.01 per share	03/08/2007	S	200 <u>(1)</u> D	\$ 84.71	738,558	I	See Footnote
Common Stock, par value \$0.01 per share	03/08/2007	S	200 <u>(1)</u> D	\$ 84.83	738,358	I	See Footnote
Common Stock, par value \$0.01 per share	03/08/2007	S	200 (1) D	\$ 84.87	738,158	I	See Footnote
Common Stock, par value \$0.01 per share	03/08/2007	S	200 (1) D	\$ 85.11	737,958	I	See Footnote
Common Stock, par value \$0.01 per share	03/08/2007	S	200 (1) D	\$ 85.26	737,758	I	See Footnote
Common Stock, par value \$0.01 per share	03/08/2007	S	300 (1) D	\$ 84.4	737,458	I	See Footnote (2)
Common Stock, par value \$0.01 per share	03/08/2007	S	300 <u>(1)</u> D	\$ 84.54	737,158	I	See Footnote (2)
	03/08/2007	S	300 (1) D		736,858	I	

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Common Stock, par value \$0.01 per share				\$ 84.81			See Footnote (2)
Common Stock, par value \$0.01 per share	03/08/2007	S	300 (1) D	\$ 84.9	736,558	I	See Footnote (2)
Common Stock, par value \$0.01 per share	03/08/2007	S	300 (1) D	\$ 84.91	736,258	I	See Footnote (2)
Common Stock, par value \$0.01 per share	03/08/2007	S	200 (1) D	\$ 84.94	736,058	I	See Footnote
Common Stock, par value \$0.01 per share	03/08/2007	S	300 (1) D	\$ 84.92	735,758	I	See Footnote

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

Persons who respond to the collection of SEC 1474 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. Transa Code (Instr.		5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

(9-02)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Putnam Gerald D

C/O NYSE GROUP, INC. 11 WALL STREET

President and Co-COO

NEW YORK, NY 10005

## **Signatures**

Cornelius M. Courtney under POA dated 4/27/2006

03/12/2007

\*\*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) Represents shares owned by GSP, LLC.
- (2) Mr. Putnam owns a controlling interest in GSP, LLC and is the president of G&S Management Co., the manager of GSP, LLC.

#### **Remarks:**

This is report 2 of 4 for transactions effected on March 8, 2007.

The sales of shares reported on this Form 4 were made pursuant to a selling plan, dated November 30, 2006, intended to comp 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.

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