

NYSE Group, Inc.  
Form 4  
March 26, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Putnam Gerald D

(Last) (First) (Middle)

C/O NYSE GROUP, INC., 11  
WALL STREET

(Street)

NEW YORK, NY 10005

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
NYSE Group, Inc. [NYX]

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

03/22/2007

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)

President and Co-COO

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 Ownership (Instr. 4) |                  |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------------|
|  |                                      |  |                                | (A) or (D)  | Price   |  |                                   |                  |
| Common Stock, par value \$0.01 per share | 03/22/2007                           |  | S                              | 1,200 (1) D   | \$ 89.15  | 710,158  | I                                 | See Footnote (2) |
| Common Stock, par value \$0.01 per share | 03/22/2007                           |  | S                              | 1,200 (1) D   | \$ 89.1   | 708,958  | I                                 | See Footnote (2) |
| Common Stock, par value \$0.01 per share | 03/22/2007                           |  | S                              | 1,200 (1) D   | \$ 89.06  | 707,758  | I                                 | See Footnote (2) |

Edgar Filing: NYSE Group, Inc. - Form 4

|  |            |   |                             |   |          |         |   |                         |
|--|------------|---|-----------------------------|---|----------|---------|---|-------------------------|
| Common Stock, par value \$0.01 per share | 03/22/2007 | S | <u>1,200</u> <sup>(1)</sup> | D | \$ 89    | 706,558 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 03/22/2007 | S | <u>1,100</u> <sup>(1)</sup> | D | \$ 88.94 | 705,458 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 03/22/2007 | S | <u>1,000</u> <sup>(1)</sup> | D | \$ 89.16 | 704,458 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 03/22/2007 | S | <u>900</u> <sup>(1)</sup>   | D | \$ 89.13 | 703,558 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 03/22/2007 | S | <u>900</u> <sup>(1)</sup>   | D | \$ 89.12 | 702,658 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 03/22/2007 | S | <u>900</u> <sup>(1)</sup>   | D | \$ 89.11 | 701,758 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 03/22/2007 | S | <u>800</u> <sup>(1)</sup>   | D | \$ 89.2  | 700,958 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 03/22/2007 | S | <u>800</u> <sup>(1)</sup>   | D | \$ 89.01 | 700,158 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 03/22/2007 | S | <u>800</u> <sup>(1)</sup>   | D | \$ 88.95 | 699,358 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 03/22/2007 | S | <u>800</u> <sup>(1)</sup>   | D | \$ 88.9  | 698,558 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 03/22/2007 | S | <u>700</u> <sup>(1)</sup>   | D | \$ 89.26 | 697,858 | I | See Footnote <u>(2)</u> |
|  | 03/22/2007 | S | <u>700</u> <sup>(1)</sup>   | D |          | 697,158 | I |                         |

Edgar Filing: NYSE Group, Inc. - Form 4

|  |            |   |                |   |          |         |   |                         |
|--|------------|---|----------------|---|----------|---------|---|-------------------------|
| Common Stock, par value \$0.01 per share |            |   |                |   | \$ 89.17 |         |   | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 03/22/2007 | S | 600 <u>(1)</u> | D | \$ 89.25 | 696,558 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 03/22/2007 | S | 600 <u>(1)</u> | D | \$ 88.96 | 695,958 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 03/22/2007 | S | 500 <u>(1)</u> | D | \$ 89.3  | 695,458 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 03/22/2007 | S | 500 <u>(1)</u> | D | \$ 89.21 | 694,958 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 03/22/2007 | S | 500 <u>(1)</u> | D | \$ 89.14 | 694,458 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 03/22/2007 | S | 500 <u>(1)</u> | D | \$ 89.08 | 693,958 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 03/22/2007 | S | 500 <u>(1)</u> | D | \$ 89.07 | 693,458 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 03/22/2007 | S | 500 <u>(1)</u> | D | \$ 89.05 | 692,958 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 03/22/2007 | S | 500 <u>(1)</u> | D | \$ 89.03 | 692,458 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 03/22/2007 | S | 500 <u>(1)</u> | D | \$ 89.02 | 691,958 | I | See Footnote <u>(2)</u> |
|  | 03/22/2007 | S | 500 <u>(1)</u> | D |          | 691,458 | I |                         |

Edgar Filing: NYSE Group, Inc. - Form 4

|   |            |  |   |         |       |    |         |   |                        |
|---|------------|--|---|---------|-------|----|---------|---|------------------------|
| Common<br>Stock, par<br>value \$0.01<br>per share |            |  |   |         | \$    |    |         |   | See<br>Footnote<br>(2) |
|   |            |  |   |         | 88.92 |    |         |   |                        |
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/22/2007 |  | S | 400 (1) | D     | \$ | 691,058 | I | See<br>Footnote<br>(2) |
|   |            |  |   |         | 89.19 |    |         |   |                        |
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/22/2007 |  | S | 400 (1) | D     | \$ | 690,658 | I | See<br>Footnote<br>(2) |
|   |            |  |   |         | 89.18 |    |         |   |                        |
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/22/2007 |  | S | 400 (1) | D     | \$ | 690,258 | I | See<br>Footnote<br>(2) |
|   |            |  |   |         | 88.98 |    |         |   |                        |

Reminder: Report on a separate line for each class of securities beneficially owned 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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |
|   |  |   |   |                                      |  | Code   | V (A) (D)   |   |   |

## Reporting Owners

| Reporting Owner Name / Address          | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| Putnam Gerald D<br>C/O NYSE GROUP, INC. |               |           | President and Co-COO |       |

11 WALL STREET  
NEW YORK, NY 10005

## Signatures

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

03/26/2007

\_\_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 1 of 4 for transactions effected on March 22, 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.