

NYSE Euronext
Form 4
April 19, 2007

FORM 4

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

OMB APPROVAL

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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 EURONEXT, 11 WALL STREET

(Street)

NEW YORK, NY 10005

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NYSE Euronext [NYX]

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

04/17/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Member of Management Committee

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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, par value \$0.01 per share ⁽¹⁾ | 04/04/2007 | | A ⁽¹⁾ | 646,358 ⁽²⁾ | A 646,358 | I | See Footnote ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 04/17/2007 | | S | 800 ⁽⁸⁾ | \$ 93.6 645,558 | I | See Footnote ⁽⁹⁾ |
| Common Stock, par | 04/17/2007 | | S | 700 ⁽⁸⁾ | \$ 93.58 644,858 | I | See Footnote |

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| | | | | | | | | |
|--|------------|---|---------|---|----------|---------|---|------------------|
| value | | | | | | | | (9) |
| \$0.01 per share | | | | | | | | |
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 700 (8) | D | \$ 93.51 | 644,158 | I | See Footnote (9) |
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 600 (8) | D | \$ 93.55 | 643,558 | I | See Footnote (9) |
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 600 (8) | D | \$ 93.5 | 642,958 | I | See Footnote (9) |
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 600 (8) | D | \$ 93.47 | 642,358 | I | See Footnote (9) |
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 500 (8) | D | \$ 93.56 | 641,858 | I | See Footnote (9) |
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 500 (8) | D | \$ 93.39 | 641,358 | I | See Footnote (9) |
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 400 (8) | D | \$ 96 | 640,958 | I | See Footnote (9) |
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 400 (8) | D | \$ 93.93 | 640,558 | I | See Footnote (9) |
| Common Stock, par value | 04/17/2007 | S | 400 (8) | D | \$ 93.9 | 640,158 | I | See Footnote (9) |

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|--|------------|---|--------------------|---|----------|---------|---|-----------------------------|
| \$0.01 per share | | | | | | | | |
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 400 ⁽⁸⁾ | D | \$ 93.65 | 639,758 | I | See Footnote ⁽⁹⁾ |
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 400 ⁽⁸⁾ | D | \$ 93.49 | 639,358 | I | See Footnote ⁽⁹⁾ |
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 400 ⁽⁸⁾ | D | \$ 93.48 | 638,958 | I | See Footnote ⁽⁹⁾ |
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 400 ⁽⁸⁾ | D | \$ 93.3 | 638,558 | I | See Footnote ⁽⁹⁾ |
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 400 ⁽⁸⁾ | D | \$ 93.28 | 638,158 | I | See Footnote ⁽⁹⁾ |
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 400 ⁽⁸⁾ | D | \$ 92.8 | 637,758 | I | See Footnote ⁽⁹⁾ |
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 400 ⁽⁸⁾ | D | \$ 92.65 | 637,358 | I | See Footnote ⁽⁹⁾ |
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 400 ⁽⁸⁾ | D | \$ 92.25 | 636,958 | I | See Footnote ⁽⁹⁾ |
| Common Stock, par value \$0.01 per | 04/17/2007 | S | 100 ⁽⁸⁾ | D | \$ 92.32 | 636,858 | I | See Footnote ⁽⁹⁾ |

share

| | | | | | | | | |
|--|------------|---|--------------------|---|----------|---------|---|-------------------------|
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 100 ⁽⁸⁾ | D | \$ 92.29 | 636,758 | I | See Footnote <u>(9)</u> |
|--|------------|---|--------------------|---|----------|---------|---|-------------------------|

| | | | | | | | | |
|--|------------|---|--------------------|---|----------|---------|---|-------------------------|
| Common Stock, par value \$0.01 per share | 04/17/2007 | S | 100 ⁽⁸⁾ | D | \$ 92.28 | 636,658 | I | See Footnote <u>(9)</u> |
|--|------------|---|--------------------|---|----------|---------|---|-------------------------|

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

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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Options (right to buy) ⁽¹⁾ | \$ 19.3 | 04/04/2007 | | A ⁽¹⁾ | 55,700 | ⁽³⁾ | 03/16/2015 | Common Stock, par value \$0.01 per share | 55,700 |
| Employee Stock Options (right to buy) ⁽¹⁾ | \$ 11.5 | 04/04/2007 | | A ⁽¹⁾ | 316,666 | ⁽⁴⁾ | 08/11/2014 | Common Stock, par value \$0.01 per share | 316,666 |
| Employee Stock Options (right to buy) ⁽¹⁾ | \$ 13.41 | 04/04/2007 | | A ⁽¹⁾ | 222,222 | ⁽⁵⁾ | 11/18/2013 | Common Stock, par value \$0.01 per share | 222,222 |
| Employee Stock | \$ 99.5 | 04/04/2007 | | A ⁽¹⁾ | 19,755 | ⁽⁶⁾ | 02/02/2017 | Common Stock, par | 19,755 |

| | | | | | | | | |
|---|------------|------------|--------------|--------|------------|------------|--|---|
| Options (right to buy) <u>(1)</u> | | | | | | | | value \$0.01 per share |
| Restricted Stock Units <u>(1)</u> | <u>(7)</u> | 04/04/2007 | A <u>(1)</u> | 19,786 | <u>(7)</u> | <u>(7)</u> | | Common Stock, par value \$0.01 per share 19,786 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Putnam Gerald D C/O NYSE EURONEXT 11 WALL STREET NEW YORK, NY 10005 | | | Member of Management Committee | |

Signatures

/s/ C. M. Courtney under POA dated April 2, 2007 04/19/2007

__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) Acquired in exchange for an equal number of equivalent securities of NYSE Group, Inc. in connection with the consummation on April 4, 2007, of the transactions contemplated by the Amended and Restated Combination Agreement dated November 27, 2007 by and among the Issuer, NYSE Group, Inc., Euronext N.V. and Jefferson Merger Sub, Inc., and approved by the Board of Directors of the Issuer so as to be exempt under Rule 16b-3. Previously reported on Form 3 dated April 3, 2007
 - (2) Consists of 641,358 shares owned by GSP, LLC and 5,000 shares owned by the Putnam Family Foundation. Mr. Putnam owns a controlling interest in GSP, LLC and is the president of G&S Management Co., the manager of GSP, LLC. Mr. Putnam is the President of the Putnam Family Foundation, a charitable organization. Mr. Putnam does not have a pecuniary interest in the Putnam Family Foundation and disclaims beneficial ownership in shares owned by the Putnam Family Foundation.
 - (3) Options to purchase 48,737 shares are exercisable; the remainder become exercisable in two equal installments on each of March 16, 2008, and March 16, 2009.
 - (4) Options to purchase 277,083 shares are exercisable; the remainder become exercisable in two equal installments on each of August 11, 2007 and August 11, 2008.
 - (5) Options to purchase 208,334 shares are exercisable; the remainder become exercisable on November 17, 2007.
 - (6) Options vest and become exercisable in three equal installments on each of February 3, 2008, 2009, and 2010, subject to the Reporting Person's continued employment with the Issuer.
 - (7) Each Restricted Stock Unit ("RSU") represents the right to receive one share of the Issuer's Common Stock. RSUs vest and shares are delivered in three equal installments on each of February 3, 2008, 2009, and 2010, subject to the Reporting Person's continued employment with the Issuer.
 - (8) Consists of shares owned by GSP, LLC.
 - (9) 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 6 for transactions effected on April 17, 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.

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