

Bernstein Dale B
 Form 4
 February 07, 2008

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 *
 Bernstein Dale B

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O NYSE EURONEXT, 11 WALL STREET

3. Date of Earliest Transaction (Month/Day/Year)
 02/06/2008

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Management Committee Member

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

NEW YORK, NY 10005

(City) (State) (Zip)

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 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)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	02/06/2008(2)	A(2)	2,808					(1)	(1)	Common Stock, par value \$0.01 per share	2,808
Restricted Stock Units	(3)								(3)	(3)	Common Stock, par value \$0.01 per share	9,268
Restricted Stock Units	(4)								(4)	(4)	Common Stock, par value \$0.01 per share	650

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bernstein Dale B C/O NYSE EURONEXT 11 WALL STREET NEW YORK, NY 10005			Management Committee Member	

Signatures

/c/ C.M. Courtney under POA dated March 27, 2007

02/07/2008

__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).
- Each Restricted Stock Unit ("RSU") represents the right to receive one share of the Issuer's Common Stock. RSUs vest and shares are
- (1) delivered in three equal installments on each of February 6, 2009, 2010, and 2011, subject to the Reporting Person's continued employment with the Issuer.
 - (2)

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Granted under the NYSE Euronext 2006 Stock Incentive Plan. Pursuant to action of the Issuer's Human Resources and Compensation Committee on 1/30/2008, the effective date of grant is 2/6/2008. The amount of the award was determined in part by reference to the closing price of the Issuer's common stock on 2/5/2008.

- (3) Each vested RSU represents the right to receive one share of the Issuer's Common Stock on March 8, 2009. Three-quarters are fully vested and the remaining one-quarter will vest on March 8, 2008, subject to the Reporting Person's continued employment with the Issuer.
- (4) Each RSU represents the right to receive one share of the Issuer's Common Stock. RSUs vest and shares are delivered in two equal installments on each of February 3, 2009, and 2010, subject to the Reporting Person's continued employment with the Issuer.

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.