

van der Does de Willebois Joost  
 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 \*  
 van der Does de Willebois Joost

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/30/2008

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

C/O NYSE EURONEXT, 11 WALL STREET

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock, par value \$0.01 per share	01/30/2008 <sup>(1)</sup>		A <sup>(1)</sup>		5,054	A	\$ 0 19,916	D
Common Stock, par value \$0.01 per share	01/30/2008 <sup>(2)</sup>		A <sup>(2)</sup>		5,053	A	\$ 0 24,969	D
Common Stock, par value \$0.01 per share	02/06/2008		F		8,117	D	<u>(3)</u> 16,852	D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 8 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price per Share. Row 1: Restricted Stock Units, (4), 02/06/2008(5), A(5), 5,617, (4), (5), Common Stock, par value \$0.01 per share, 5,617

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships. Row 1: van der Does de Willebois Joost C/O NYSE EURONEXT 11 WALL STREET NEW YORK, NY 10005; Director, 10% Owner, Officer, Management Committee Member

Signatures

/s/ C. M. Courtney under POA dated March 20, 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).
(1) Represents the acquisition of shares of common stock of the Issuer resulting from the vesting of performance shares awarded to the Reporting Person under the 2005 Euronext Executive Incentive Plan. On the Transaction Date, the Issuer's Human Resources and Compensation Committee determined the number of shares to be vested. Shares were subject to transfer restrictions through December 31, 2007 and were delivered on February 6, 2008.

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Represents the acquisition of shares of common stock of the Issuer resulting from the vesting of performance shares awarded to the Reporting Person under the 2006 Euronext Executive Incentive Plan. On the Transaction Date, the Issuer's Human Resources and

- (2) Compensation Committee determined the number of shares to be vested. Shares are subject and the Reporting Person's continued employment with the issuer through December 31 2008, and are expected to be delivered after the date of announcement of the Issuer's earnings for 2008, which announcement is expected to take place in February, 2009.

- (3) 49.72 Euros

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 6, 2009, 2010, and 2011, subject to the Reporting Person's continued employment with the Issuer.

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

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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