

Putnam Gerald D  
Form 4  
February 08, 2007

**FORM 4**

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

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

## OMB APPROVAL

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(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)  
02/06/2007

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)

President and Co-COO

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	02/06/2007		S	100 <sup>(1)</sup> D	\$ 98.06 783,322	I	See Footnote (2)
Common Stock, par value \$0.01 per share	02/06/2007		S	100 <sup>(1)</sup> D	\$ 98.07 783,222	I	See Footnote (2)
Common Stock, par value \$0.01 per share	02/06/2007		S	100 <sup>(1)</sup> D	\$ 98.1 783,122	I	See Footnote (2)

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Common Stock, par value \$0.01 per share	02/06/2007	S	100 <u>(1)</u>	D	\$ 98.12	783,022	I	See Footnote (2)
Common Stock, par value \$0.01 per share	02/06/2007	S	100 <u>(1)</u>	D	\$ 98.21	782,922	I	See Footnote (2)
Common Stock, par value \$0.01 per share	02/06/2007	S	100 <u>(1)</u>	D	\$ 98.23	782,822	I	See Footnote (2)
Common Stock, par value \$0.01 per share	02/06/2007	S	100 <u>(1)</u>	D	\$ 98.25	782,722	I	See Footnote (2)
Common Stock, par value \$0.01 per share	02/06/2007	S	100 <u>(1)</u>	D	\$ 98.27	782,622	I	See Footnote (2)
Common Stock, par value \$0.01 per share	02/06/2007	S	100 <u>(1)</u>	D	\$ 98.3	782,522	I	See Footnote (2)
Common Stock, par value \$0.01 per share	02/06/2007	S	100 <u>(1)</u>	D	\$ 98.31	782,422	I	See Footnote (2)
Common Stock, par value \$0.01 per share	02/06/2007	S	100 <u>(1)</u>	D	\$ 98.36	782,322	I	See Footnote (2)
Common Stock, par value \$0.01 per share	02/06/2007	S	100 <u>(1)</u>	D	\$ 98.37	782,222	I	See Footnote (2)
Common Stock, par value \$0.01 per share	02/06/2007	S	100 <u>(1)</u>	D	\$ 98.42	782,122	I	See Footnote (2)
Common Stock, par value \$0.01 per share	02/06/2007	S	100 <u>(1)</u>	D	\$ 98.43	782,022	I	See Footnote (2)
	02/06/2007	S	100 <u>(1)</u>	D		781,922	I	

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Common Stock, par value \$0.01 per share					\$ 98.49				See Footnote (2)
Common Stock, par value \$0.01 per share	02/06/2007	S	100 <u>(1)</u>	D	\$ 98.5	781,822	I		See Footnote (2)
Common Stock, par value \$0.01 per share	02/06/2007	S	100 <u>(1)</u>	D	\$ 98.57	781,722	I		See Footnote (2)
Common Stock, par value \$0.01 per share	02/06/2007	S	100 <u>(1)</u>	D	\$ 98.64	781,622	I		See Footnote (2)
Common Stock, par value \$0.01 per share	02/06/2007	S	100 <u>(1)</u>	D	\$ 98.81	781,522	I		See Footnote (2)
Common Stock, par value \$0.01 per share	02/06/2007	S	100 <u>(1)</u>	D	\$ 98.92	781,422	I		See Footnote (2)
Common Stock, par value \$0.01 per share	02/06/2007	S	115 <u>(1)</u>	D	\$ 98.01	781,307	I		See Footnote (2)
Common Stock, par value \$0.01 per share	02/06/2007	S	200 <u>(1)</u>	D	\$ 98.11	781,107	I		See Footnote (2)
Common Stock, par value \$0.01 per share	02/06/2007	S	200 <u>(1)</u>	D	\$ 98.13	780,907	I		See Footnote (2)
Common Stock, par value \$0.01 per share	02/06/2007	S	200 <u>(1)</u>	D	\$ 98.15	780,707	I		See Footnote (2)
Common Stock, par value \$0.01 per share	02/06/2007	S	300	D <u>(1)</u>	\$ 98.46	780,407 <u>(3)</u>	I		See Footnote (2)

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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 (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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Putnam Gerald D C/O NYSE GROUP, INC. 11 WALL STREET NEW YORK, NY 10005	President and Co-COO

## Signatures

Cornelius M. Courtney under POA dated 02/08/2007  
4/27/2006

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 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.
- (2) 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) Represents 738,858 shares held through GSP, LLC (Mr. Putnam owns a controlling interest in GSP, LLC), 33,533 shares held through Leicester Enterprises, LLC (Mr. Putnam owns a controlling interest in Leicester Enterprises, LLC) and 8,016 shares that GSP, LLC gifted to the Putnam Family Foundation.

**Remarks:**

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

This report also amends Mr. Putnam's report 5 of 5 for transactions occurring 1/24/2007. The last line of column 5 of Table 1

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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