

NYSE Euronext
Form 4
July 30, 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 *
Harry Serge

(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)
04/04/2007

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)
Management Committee Member

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 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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Units - Euronext Growth Fund ⁽¹⁾ | 04/04/2007 | | J ⁽²⁾ | | 4,291 ⁽²⁾ | A | ⁽²⁾ |
| Units - Parisbourse Action Fund ⁽³⁾ | 04/04/2007 | | J ⁽²⁾ | | 4,616 ⁽²⁾ | A | ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 04/04/2007 ⁽⁴⁾ | | A ⁽⁵⁾ | | 73,544 | A | ⁽⁵⁾ |

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| | | | | | | | | | |
|---|------------|--|------------------|--------|---|---------------------------|--------|---|-------------------------------|
| Common Stock, par value \$0.01 per share | 04/05/2007 | | L ⁽⁶⁾ | V 33 | A | \$ 95.84 <u>(7)</u> | 33 | I | See Footnote <u>(8)</u> |
| Common Stock, par value \$0.01 per share | 07/26/2007 | | A ⁽⁹⁾ | 10,106 | A | \$ 0 | 83,650 | D | |

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) | 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

Harry Serge
C/O NYSE EURONEXT
11 WALL STREET
NEW YORK, NY 10005

Management Committee Member

Signatures

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

07/30/2007

__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).

The Euronext Growth Fund is a fund instituted for the benefit of Euronext N.V. employees that principally holds shares of the Issuer.

(1) Based on information received from the Fund, one Unit of the Fund represents an interest in approximately 1.267 shares of Issuer Common Stock. Participants in the Fund receive cash upon withdrawal of units in the Fund.

Prior to the consummation on April 4, 2007, of the transactions contemplated by the Amended and Restated Combination Agreement

(2) dated November 27, 2007, by and among the Issuer, NYSE Group, Inc., Euronext N.V. and Jefferson Merger Sub, Inc., Units in the Fund represented interests in ordinary shares of Euronext N.V. Upon the consummation of such transactions, the ordinary shares of Euronext N.V. converted to shares of common stock of the Issuer.

The Parisbourse Action Fund is a fund instituted for the benefit of Euronext N.V. employees that principally holds shares of the Issuer.

Based on information received from the Fund, one Unit of the Fund represents an interest in approximately 1.267 shares of Issuer

(3) Common Stock. Participants in the Fund receive cash upon withdrawal of units in the Fund. The Reporting Person is a director of the Parisbourse Action Fund, but does not control the voting or disposition of the Issuer common stock owned by the fund, and disclaims beneficial ownership of shares of the Parisbourse Action Fund beyond the extent of his pecuniary interest therein.

(4) Previously reported on Form 3 dated April 3, 2007.

Acquired in exchange for ordinary shares of Euronext N.V. in connection with the consummation on April 4, 2007, of the transactions

(5) 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.

(6) Acquired on the Reporting Person's behalf by the manager of the Elements Plan using the Reporting Person's funds.

(7) 71.80 euros per share (US\$95.84 using the rate of exchange in effect on April 5, 2007)

Represents shares of Issuer Common Stock held in the Elements Plan, an employee benefit plan sponsored by Euronext N.V., a

(8) subsidiary of the Issuer but managed by an independent third party. The plan provides for employer equity contributions under certain circumstances.

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 Euronext Executive Incentive Plan (the "Plan"). On June 6, 2007, the Issuer's Human Resources and

Compensation Committee, consisting entirely of independent directors, voted to permit participants under the Plan, including the

(9) Reporting Person, to elect to accelerate the vesting of their awards made in 2005 at 100% of the target level of the award, or to continue to hold the same award subject to the terms of the Plan as amended on April 4, 2007 in connection with the combination of NYSE Group, Inc. and Euronext N.V. On the Transaction Date, the Reporting Person elected to accelerate the vesting of his 2005 award. The shares of common stock underlying the 2005 award are expected to be delivered on or about August 3, 2007, and will remain subject to transfer restrictions through December 31, 2007.

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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