

NYSE Group, Inc.
Form 4
January 26, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 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)
01/24/2007

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)

President and Co-COO

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 (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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock, par value \$0.01 per share | 01/24/2007 | | S | 100 ⁽¹⁾ D \$ 101.55 | 801,697 | I | See Footnote ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 01/24/2007 | | S | 100 ⁽¹⁾ D \$ 101.57 | 801,597 | I | See Footnote ⁽²⁾ |
| Common Stock, par | 01/24/2007 | | S | 100 ⁽¹⁾ D \$ 101.58 | 801,497 | I | See Footnote |

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| | | | | | | | | |
|--|------------|---|----------------|---|-----------|---------|---|------------------|
| value | | | | | | | | (2) |
| \$0.01 per share | | | | | | | | |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 100 <u>(1)</u> | D | \$ 101.6 | 801,397 | I | See Footnote (2) |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 100 <u>(1)</u> | D | \$ 101.7 | 801,297 | I | See Footnote (2) |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 100 <u>(1)</u> | D | \$ 101.73 | 801,197 | I | See Footnote (2) |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 100 <u>(1)</u> | D | \$ 101.75 | 801,097 | I | See Footnote (2) |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 100 <u>(1)</u> | D | \$ 101.76 | 800,997 | I | See Footnote (2) |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 100 <u>(1)</u> | D | \$ 101.81 | 800,897 | I | See Footnote (2) |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 100 <u>(1)</u> | D | \$ 101.94 | 800,797 | I | See Footnote (2) |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 150 <u>(1)</u> | D | \$ 100.9 | 800,647 | I | See Footnote (2) |
| Common Stock, par value | 01/24/2007 | S | 200 <u>(1)</u> | D | \$ 99.85 | 800,447 | I | See Footnote (2) |

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| | | | | | | | | |
|--|------------|---|----------------|---|-----------|---------|---|-------------------------|
| \$0.01 per share | | | | | | | | |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 200 <u>(1)</u> | D | \$ 99.88 | 800,247 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 200 <u>(1)</u> | D | \$ 99.92 | 800,047 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 200 <u>(1)</u> | D | \$ 99.96 | 799,847 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 200 <u>(1)</u> | D | \$ 100.04 | 799,647 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 200 <u>(1)</u> | D | \$ 100.13 | 799,447 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 200 <u>(1)</u> | D | \$ 100.16 | 799,247 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 200 <u>(1)</u> | D | \$ 100.25 | 799,047 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 200 <u>(1)</u> | D | \$ 100.4 | 798,847 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per | 01/24/2007 | S | 200 <u>(1)</u> | D | \$ 100.45 | 798,647 | I | See Footnote <u>(2)</u> |

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| | | | | | | | | |
|--|------------|---|----------------|---|-----------|--------------------|---|-------------------------|
| share | | | | | | | | |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 200 <u>(1)</u> | D | \$ 100.47 | 798,447 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 200 <u>(1)</u> | D | \$ 100.49 | 798,247 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 200 <u>(1)</u> | D | \$ 100.5 | 798,047 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 200 <u>(1)</u> | D | \$ 100.55 | 797,847 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 200 <u>(1)</u> | D | \$ 100.59 | 797,647 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 200 <u>(1)</u> | D | \$ 100.6 | 797,447 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 200 <u>(1)</u> | D | \$ 101.18 | 797,247 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 200 <u>(1)</u> | D | \$ 101.22 | 797,047 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/24/2007 | S | 200 <u>(1)</u> | D | \$ 101.23 | 796,847 <u>(3)</u> | I | See Footnote <u>(2)</u> |

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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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 4/27/2006

 **Signature of Reporting Person

01/26/2007

 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 Leiscester Enterprises LLC.
- (2) Mr. Putnam owns a controlling interest in Leiscester Enterprises LLC.
- (3) See Footnote 3 on report 5 of 5 for January 24, 2007, for a description of the indirect ownership of Mr. Putnam's holdings at the conclusion of the transactions effected on January 24, 2007.

Remarks:

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This is report 4 of 5 for transactions effected on January 24, 2007.

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

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