

Putnam Gerald D
Form 4
April 03, 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

2. Issuer Name and Ticker or Trading Symbol
NYSE Group, Inc. [NYX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

C/O NYSE GROUP, INC., 11 WALL STREET

04/02/2007

President and Co-COO

(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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock, par value \$0.01 per share | 04/02/2007 | | S | 200 ⁽¹⁾ D \$ 95.37 | 656,958 | I | See Footnote ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 04/02/2007 | | S | 200 ⁽¹⁾ D \$ 95.31 | 656,758 | I | See Footnote ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 04/02/2007 | | S | 200 ⁽¹⁾ D \$ 95.27 | 656,558 | I | See Footnote ⁽²⁾ |

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| | | | | | | | | |
|--|------------|---|----------------|---|----------|---------|---|-------------------------|
| Common Stock, par value \$0.01 per share | 04/02/2007 | S | 200 <u>(1)</u> | D | \$ 95.23 | 656,358 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 04/02/2007 | S | 200 <u>(1)</u> | D | \$ 95.1 | 656,158 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 04/02/2007 | S | 200 <u>(1)</u> | D | \$ 95.05 | 655,958 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 04/02/2007 | S | 200 <u>(1)</u> | D | \$ 95.03 | 655,758 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 04/02/2007 | S | 200 <u>(1)</u> | D | \$ 95.02 | 655,558 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 04/02/2007 | S | 200 <u>(1)</u> | D | \$ 95.01 | 655,358 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 04/02/2007 | S | 200 <u>(1)</u> | D | \$ 94.96 | 655,158 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 04/02/2007 | S | 200 <u>(1)</u> | D | \$ 94.91 | 654,958 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 04/02/2007 | S | 200 <u>(1)</u> | D | \$ 94.87 | 654,758 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 04/02/2007 | S | 200 <u>(1)</u> | D | \$ 94.81 | 654,558 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 04/02/2007 | S | 200 <u>(1)</u> | D | \$ 94.77 | 654,358 | I | See Footnote <u>(2)</u> |
| | 04/02/2007 | S | 200 <u>(1)</u> | D | \$ 94.4 | 654,158 | I | |

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|--|------------|---|----------------|---|----------|---------|---|-------------------------|
| Common Stock, par value \$0.01 per share | | | | | | | | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 04/02/2007 | S | 200 <u>(1)</u> | D | \$ 94.2 | 653,958 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 04/02/2007 | S | 200 <u>(1)</u> | D | \$ 94 | 653,758 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 04/02/2007 | S | 200 <u>(1)</u> | D | \$ 93.94 | 653,558 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 04/02/2007 | S | 200 <u>(1)</u> | D | \$ 93.93 | 653,358 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 04/02/2007 | S | 200 <u>(1)</u> | D | \$ 93.92 | 653,158 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 04/02/2007 | S | 200 <u>(1)</u> | D | \$ 93.73 | 652,958 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 04/02/2007 | S | 200 <u>(1)</u> | D | \$ 93.64 | 652,758 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 04/02/2007 | S | 100 <u>(1)</u> | D | \$ 95.94 | 652,658 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 04/02/2007 | S | 100 <u>(1)</u> | D | \$ 95.86 | 652,558 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 04/02/2007 | S | 100 <u>(1)</u> | D | \$ 95.78 | 652,458 | I | See Footnote <u>(2)</u> |
| | 04/02/2007 | S | 100 <u>(1)</u> | D | | 652,358 | I | |

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| | | | | | | | | |
|--|------------|---|---------|---|----------|---------|---|------------------|
| Common Stock, par value \$0.01 per share | | | | | \$ 95.77 | | | See Footnote (2) |
| Common Stock, par value \$0.01 per share | 04/02/2007 | S | 100 (1) | D | \$ 95.72 | 652,258 | I | See Footnote (2) |
| Common Stock, par value \$0.01 per share | 04/02/2007 | S | 100 (1) | D | \$ 95.68 | 652,158 | I | See Footnote (2) |
| Common Stock, par value \$0.01 per share | 04/02/2007 | S | 100 (1) | D | \$ 95.64 | 652,058 | I | See Footnote (2) |
| Common Stock, par value \$0.01 per share | 04/02/2007 | S | 100 (1) | D | \$ 95.63 | 651,958 | I | See Footnote (2) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

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 | 04/04/2007 |
| **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).
- (1) Represents shares owned by GSP, LLC.
- (2) Mr. Putnam owns a controlling interest in GSP, LLC and is the president of G&S Management Co., the manager of GSP, LLC.

Remarks:

This is report 3 of 5 for transactions effected on April 2, 2007.

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

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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