

NYSE Group, Inc.
Form 3
March 07, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Chai Nelson | | (Month/Day/Year) | NYSE Group, Inc. [NYX] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 11 WALL STREET,Â C/O | | | (Check all applicable) | |
| NYSE GROUP, INC. | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (Street) | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Ex. VP and CFO | |
| NEW YORK,Â NYÂ 10005 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common Stock, par value \$0.01 per share | 32,035 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | Common Stock, par value \$0.01 per share | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---------------------------------------|------------------|-----------------|--|----------------------------|----------|----------------------------|---|
| Employee Stock Options (right to buy) | Â (2) | 03/16/2015 | Common Stock, par value \$0.01 per share | 25,648 | \$ 19.3 | D | Â |
| Employee Stock Options (right to buy) | Â (3) | 08/11/2014 | Common Stock, par value \$0.01 per share | 70,000 | \$ 11.5 | D | Â |
| Employee Stock Options (right to buy) | Â (4) | 08/22/2010 | Common Stock, par value \$0.01 per share | 72,222 | \$ 20.25 | D | Â |
| Employee Stock Options (right to buy) | Â (4) | 08/11/2013 | Common Stock, par value \$0.01 per share | 22,222 | \$ 4.91 | D | Â |
| Employee Stock Options (right to buy) | Â (4) | 08/11/2013 | Common Stock, par value \$0.01 per share | 22,222 | \$ 6.26 | D | Â |
| Employee Stock Options (right to buy) | Â (5) | 11/18/2013 | Common Stock, par value \$0.01 per share | 77,778 | \$ 13.41 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Chai Nelson 11 WALL STREET C/O NYSE GROUP, INC. NEW YORK, NY 10005 | Â | Â | Â Ex. VP and CFO | Â |

Signatures

/s/ Nelson J.
Chai

03/07/2006

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Received in exchange for an equal number of shares of common stock of Archipelago Holdings, Inc. in connection with the merger of the New York Stock Exchange, Inc. and Archipelago Holdings, Inc. On the effective date of the merger, the closing price of the common stock of Archipelago Holdings, Inc. was \$64.25 per share. The shares of the NYSE Group, Inc. common stock will commence trading on March 8, 2006, the day following the effective date of the merger.

(2) Received in exchange for an equivalent option award to acquire an equal number of shares of Archipelago Holdings, Inc. at the same exercise price granted by Archipelago Holdings, Inc. on March 16, 2005, 19,236 of which are vested and 6,412 of which are scheduled to vest in four equal annual installments over a four year period from the date of grant.

(3) Received in exchange for an equivalent option award to acquire an equal number of shares of Archipelago Holdings, Inc. at the same exercise price granted by Archipelago Holdings, Inc. on August 11, 2004, 56,875 of which are vested and 13,125 of which are scheduled to vest in four equal annual installments over a four year period from the date of grant.

(4) Received in exchange for an equivalent option award to acquire an equal number of shares of Archipelago Holdings, Inc. at the same exercise price. These options are fully vested.

(5) Received in exchange for an equivalent option award to acquire an equal number of shares of Archipelago Holdings, Inc. at the same exercise price granted by Archipelago Holdings, Inc. on November 18, 2003, 68,056 of which are vested and 9,722 of which are scheduled to vest in four equal annual installments over a four year period from the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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