

Bellegard Roland
Form 5
February 14, 2008

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB
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1. Name and Address of Reporting Person *
Bellegard Roland

(Last) (First) (Middle)

C/O NYSE EURONEXT, 11
WALL STREET

(Street)

2. Issuer Name and Ticker or Trading
Symbol
NYSE Euronext [NYSE]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2007

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 Reporting

(check applicable line)

NEW YORK, NY 10005

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Units - Parisbourse Action Fund (1)	04/04/2007 ⁽²⁾	Â	J4	1,819 A \$ ⁽²⁾	1,819	D	Â
Units - Parisbourse Action Fund (1)	07/13/2007	Â	L	5 ⁽³⁾ A \$ 0 ⁽³⁾	2,314 ⁽⁴⁾	D	Â
	10/24/2007 ⁽⁵⁾	Â	A4 ⁽⁵⁾	6,441 A \$ 0	6,441	D	Â

Common
Stock, par
value \$0.01
per share

Common
Stock, par
value \$0.01
per share

Units -

Parisbourse
Action Fund
(1)

10/24/2007 ⁽⁶⁾	Â	A4 ⁽⁶⁾	1,711	A	\$ 0	8,152	D	Â
12/13/2007	Â	L	4 ⁽³⁾	A	\$ 0 ⁽³⁾	2,318 ⁽⁴⁾	D	Â

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. of D S B O E I F (I
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bellegard Roland C/O NYSE EURONEXT 11 WALL STREET NEW YORK, NY 10005	Â	Â	Â	Management Committee Member Â

Signatures

/s/ C. M. Courtney under POA dated March 21,
2007

02/14/2008

__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 Parisbourse Action 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 one share 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.

- (3) Represents units issued as a dividend reinvestment.

- (4) Total includes approximately 490 units issued pursuant to a unit dividend effected April 19, 2007 with the intention of adjusting the value of one unit to approximate the value of one share of Issuer common stock.

Represents the acquisition of shares of common stock of the Issuer resulting from the vesting of performance shares awarded to the

- (5) Reporting Person under the 2005 Euronext Executive Incentive Plan. On the Transaction Date, the Issuer's Human Resources and Compensation Committee determined the number of shares to be vested. Shares were subject to transfer restrictions through December 31, 2007 and were delivered on February 6, 2008.

Represents the acquisition of shares of common stock of the Issuer resulting from the vesting of performance shares awarded to the

- (6) Reporting Person under the 2006 Euronext Executive Incentive Plan. On the Transaction Date, the Issuer's Human Resources and Compensation Committee determined the number of shares to be vested. Shares are subject and the Reporting Person's continued employment with the issuer through December 31 2008, and are expected to be delivered after the date of announcement of the Issuer's earnings for 2008, which announcement is expected to take place in February, 2009.

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

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