

NYSE Group, Inc.  
Form 4  
January 12, 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 \*  
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)  
01/11/2007

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 | 01/11/2007                           |                                                    | S                              |                                                                   | 100 <sup>(1)</sup> D \$ 109.14                                                                | 813,727                                                  | I See Footnote <sup>(2)</sup>                         |
| Common Stock, par value \$0.01 per share | 01/11/2007                           |                                                    | S                              |                                                                   | 100 <sup>(1)</sup> D \$ 108.4                                                                 | 813,627                                                  | I See Footnote <sup>(2)</sup>                         |
| Common Stock, par                        | 01/11/2007                           |                                                    | S                              |                                                                   | 100 <sup>(1)</sup> D \$ 108.35                                                                | 813,527                                                  | I See Footnote                                        |

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|                                          |            |   |                |   |           |         |   |                  |
|------------------------------------------|------------|---|----------------|---|-----------|---------|---|------------------|
| value                                    |            |   |                |   |           |         |   | (2)              |
| \$0.01 per share                         |            |   |                |   |           |         |   |                  |
| Common Stock, par value \$0.01 per share | 01/11/2007 | S | 100 <u>(1)</u> | D | \$ 108.25 | 813,427 | I | See Footnote (2) |
| Common Stock, par value \$0.01 per share | 01/11/2007 | S | 100 <u>(1)</u> | D | \$ 108.08 | 813,327 | I | See Footnote (2) |
| Common Stock, par value \$0.01 per share | 01/11/2007 | S | 100 <u>(1)</u> | D | \$ 108    | 813,227 | I | See Footnote (2) |
| Common Stock, par value \$0.01 per share | 01/11/2007 | S | 100 <u>(1)</u> | D | \$ 107.95 | 813,127 | I | See Footnote (2) |
| Common Stock, par value \$0.01 per share | 01/11/2007 | S | 100 <u>(1)</u> | D | \$ 107.94 | 813,027 | I | See Footnote (2) |
| Common Stock, par value \$0.01 per share | 01/11/2007 | S | 100 <u>(1)</u> | D | \$ 107.89 | 812,927 | I | See Footnote (2) |
| Common Stock, par value \$0.01 per share | 01/11/2007 | S | 100 <u>(1)</u> | D | \$ 107.84 | 812,827 | I | See Footnote (2) |
| Common Stock, par value \$0.01 per share | 01/11/2007 | S | 100 <u>(1)</u> | D | \$ 107.8  | 812,727 | I | See Footnote (2) |
| Common Stock, par value                  | 01/11/2007 | S | 100 <u>(1)</u> | D | \$ 107.76 | 812,827 | I | See Footnote (2) |

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|                                          |            |   |                |   |           |         |   |                         |
|------------------------------------------|------------|---|----------------|---|-----------|---------|---|-------------------------|
| \$0.01 per share                         |            |   |                |   |           |         |   |                         |
| Common Stock, par value \$0.01 per share | 01/11/2007 | S | 100 <u>(1)</u> | D | \$ 107.74 | 812,527 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/11/2007 | S | 100 <u>(1)</u> | D | \$ 107.64 | 812,427 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/11/2007 | S | 100 <u>(1)</u> | D | \$ 107.62 | 812,327 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/11/2007 | S | 100 <u>(1)</u> | D | \$ 107.56 | 812,227 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/11/2007 | S | 100 <u>(1)</u> | D | \$ 107.51 | 812,127 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/11/2007 | S | 100 <u>(1)</u> | D | \$ 107.5  | 812,027 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/11/2007 | S | 100 <u>(1)</u> | D | \$ 107.49 | 811,927 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/11/2007 | S | 100 <u>(1)</u> | D | \$ 107.33 | 811,827 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per       | 01/11/2007 | S | 100 <u>(1)</u> | D | \$ 107.3  | 811,727 | I | See Footnote <u>(2)</u> |

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|                                          |            |   |                    |   |           |                        |   |                         |
|------------------------------------------|------------|---|--------------------|---|-----------|------------------------|---|-------------------------|
| share                                    |            |   |                    |   |           |                        |   |                         |
| Common Stock, par value \$0.01 per share | 01/11/2007 | S | 100 <sup>(1)</sup> | D | \$ 107.05 | 811,627                | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/11/2007 | S | 100 <sup>(1)</sup> | D | \$ 106.62 | 811,527                | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/11/2007 | S | 115 <sup>(1)</sup> | D | \$ 106.3  | 811,412                | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/11/2007 | S | 200 <sup>(1)</sup> | D | \$ 107.42 | 811,212                | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/11/2007 | S | 200 <sup>(1)</sup> | D | \$ 107.35 | 811,012                | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 01/11/2007 | S | 200 <sup>(1)</sup> | D | \$ 107.32 | 810,812 <sup>(3)</sup> | I | See Footnote <u>(2)</u> |

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 | 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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|----------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|----------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------|

Disposed  
of (D)  
(Instr. 3,  
4, and 5)

Trans  
(Instr

| Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|------|---|-----|-----|---------------------|--------------------|-------|----------------------------------------|
|------|---|-----|-----|---------------------|--------------------|-------|----------------------------------------|

## Reporting Owners

| Reporting Owner Name / Address                                                  | Relationships |           |                      |       |
|---------------------------------------------------------------------------------|---------------|-----------|----------------------|-------|
|                                                                                 | Director      | 10% Owner | Officer              | Other |
| Putnam Gerald D<br>C/O NYSE GROUP, INC.<br>11 WALL STREET<br>NEW YORK, NY 10005 |               |           | President and Co-COO |       |

## Signatures

Cornelius M. Courtney under POA dated 4/27/2006 01/12/2007

\_\_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 the Putnam Family Foundation, a charitable organization. Mr. Putnam does not have a pecuniary interest in the Putnam Family Foundation and disclaims beneficial ownership in shares owned by the Putnam Family Foundation.
- (2) Mr. Putnam is the President of the Putnam Family Foundation, a charitable organization. Mr. Putnam does not have a pecuniary interest in the Putnam Family Foundation and disclaims beneficial ownership in shares owned by the Putnam Family Foundation.
- (3) Represents 738,858 shares held through GSP, LLC (Mr. Putnam owns a controlling interest in GSP, LLC), 57,908 shares held through Leicester Enterprises, LLC (Mr. Putnam owns a controlling interest in Leicester Enterprises, LLC) and 14,046 shares that GSP, LLC gifted to the Putnam Family Foundation.

### Remarks:

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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