

Chai Nelson  
 Form 4  
 February 08, 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 \*  
 Chai Nelson

(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)  
 02/06/2007

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)  
 Exec. VP and CFO

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	02/06/2007		S		200 D \$ 98.625	36,575	D
Common Stock, par value \$0.01 per share	02/06/2007		S		200 D \$ 98.63	36,375	D
Common Stock, par	02/06/2007		S		200 D \$ 98.64	36,175	D

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value \$0.01 per share							
Common Stock, par value \$0.01 per share	02/06/2007	S	259	D	\$ 98.6456	35,916	D
Common Stock, par value \$0.01 per share	02/06/2007	S	440	D	\$ 98.65	35,476	D
Common Stock, par value \$0.01 per share	02/06/2007	S	100	D	\$ 98.66	35,376	D
Common Stock, par value \$0.01 per share	02/06/2007	S	100	D	\$ 98.67	35,276	D
Common Stock, par value \$0.01 per share	02/06/2007	S	375	D	\$ 98.68	34,901	D
Common Stock, par value \$0.01 per share	02/06/2007	S	125	D	\$ 98.686	34,776	D
Common Stock, par value \$0.01 per share	02/06/2007	S	100	D	\$ 98.7	34,676	D
Common Stock, par value \$0.01 per share	02/06/2007	S	100	D	\$ 98.71	34,576	D
Common Stock, par value	02/06/2007	S	100	D	\$ 98.72	34,476	D

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\$0.01 per share							
Common Stock, par value	02/06/2007	S	200	D	\$ 98.73	34,276	D
\$0.01 per share							
Common Stock, par value	02/06/2007	S	100	D	\$ 98.77	34,176	D
\$0.01 per share							
Common Stock, par value	02/06/2007	S	100	D	\$ 98.8	34,076	D
\$0.01 per share							
Common Stock, par value	02/06/2007	S	300	D	\$ 98.81	33,776	D
\$0.01 per share							
Common Stock, par value	02/06/2007	S	200	D	\$ 98.825	33,576	D
\$0.01 per share							
Common Stock, par value	02/06/2007	S	200	D	\$ 98.89	33,376	D
\$0.01 per share							
Common Stock, par value	02/06/2007	S	141	D	\$ 98.9429	33,235	D
\$0.01 per share							
Common Stock, par value	02/06/2007	S	300	D	\$ 98.98	32,935	D
\$0.01 per share							
Common Stock, par value	02/06/2007	S	800	D	\$ 99	32,135	D
\$0.01 per							



## 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).

### Remarks:

This is report 2 of 2 for transactions effected on February 6, 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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