

NYSE Group, Inc.
Form 4
January 11, 2007

FORM 4

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

OMB APPROVAL

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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)

01/09/2007

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	(D)	Price
Common Stock, par value \$0.01 per share	01/09/2007		M		8,028	A	\$ 11.5 40,063
Common Stock, par value \$0.01 per share	01/09/2007		M		1,972	A	\$ 13.41 42,035
Common Stock, par	01/09/2007		S		100	D	\$ 41,935 104.02

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value \$0.01 per share							
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.21	41,835	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.29	41,735	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.3	41,635	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.32	41,535	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.34	41,435	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.36	41,335	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.37	41,235	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.43	41,135	D
Common Stock, par value	01/09/2007	S	100	D	\$ 104.46	41,035	D

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\$0.01 per share Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.47	40,935	D
\$0.01 per share Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.52	40,835	D
\$0.01 per share Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.59	40,735	D
\$0.01 per share Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.6	40,635	D
\$0.01 per share Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.7	40,535	D
\$0.01 per share Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.78	40,435	D
\$0.01 per share Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.81	40,335	D
\$0.01 per share Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.9	40,235	D
\$0.01 per share Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.92	40,135	D

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share

Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 104.99	40,035	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 105	39,935	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 105.06	39,835	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 105.09	39,735	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 105.16	39,635	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 105.19	39,535	D
Common Stock, par value \$0.01 per share	01/09/2007	S	100	D	\$ 105.25	39,435	D

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)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 11.5	01/09/2007		M	8,028	<u>(1)</u> 08/11/2014		Common Stock, par value \$0.01 per share	8,028
Employee Stock Options (right to buy)	\$ 13.41	01/09/2007		M	1,972	<u>(2)</u> 11/18/2013		Common Stock, par value \$0.01 per share	1,972

Reporting Owners

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

Signatures

/s/ Cornelius M. Courtney under POA dated 4/27/2006 01/11/2007

**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) Options to purchase 4,375 shares are exercisable. The remaining options vest and become exercisable in two equal annual installments on each of August 12, 2007 and 2008.
 - (2) Options to purchase 70,945 shares are exercisable. The remaining options vest and become exercisable on August 12, 2007.

Remarks:

This is report 1 of 3 for transactions effected on January 9, 2007

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

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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