

NYSE Group, Inc.
Form 4
February 23, 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)
02/21/2007

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock, par value \$0.01 per share | 02/21/2007 | | S | 400 ⁽¹⁾ D \$ 93.34 | 757,007 | I | See Footnote ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 02/21/2007 | | S | 400 ⁽¹⁾ D \$ 92.17 | 756,607 | I | See Footnote ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 02/21/2007 | | S | 100 ⁽¹⁾ D \$ 94.44 | 756,507 | I | See Footnote ⁽²⁾ |

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| | | | | | | | | |
|--|------------|---|----------------|---|----------|---------|---|-------------------------|
| Common Stock, par value \$0.01 per share | 02/21/2007 | S | 100 <u>(1)</u> | D | \$ 94.43 | 756,407 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 02/21/2007 | S | 100 <u>(1)</u> | D | \$ 94.33 | 756,307 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 02/21/2007 | S | 100 <u>(1)</u> | D | \$ 94.32 | 756,207 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 02/21/2007 | S | 100 <u>(1)</u> | D | \$ 94.28 | 756,107 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 02/21/2007 | S | 100 <u>(1)</u> | D | \$ 94.27 | 756,007 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 02/21/2007 | S | 100 <u>(1)</u> | D | \$ 94.23 | 755,907 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 02/21/2007 | S | 100 <u>(1)</u> | D | \$ 94.04 | 755,807 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 02/21/2007 | S | 100 <u>(1)</u> | D | \$ 93.99 | 755,707 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 02/21/2007 | S | 100 <u>(1)</u> | D | \$ 93.91 | 755,607 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 02/21/2007 | S | 100 <u>(1)</u> | D | \$ 93.9 | 755,507 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 02/21/2007 | S | 100 <u>(1)</u> | D | \$ 93.68 | 755,407 | I | See Footnote <u>(2)</u> |
| | 02/21/2007 | S | 100 <u>(1)</u> | D | | 755,307 | I | |

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|--|------------|---|----------------|---|----------|---------|---|-------------------------|
| Common Stock, par value \$0.01 per share | | | | | \$ 93.65 | | | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 02/21/2007 | S | 100 <u>(1)</u> | D | \$ 93.63 | 755,207 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 02/21/2007 | S | 100 <u>(1)</u> | D | \$ 93.52 | 755,107 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 02/21/2007 | S | 100 <u>(1)</u> | D | \$ 93.48 | 755,007 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 02/21/2007 | S | 100 <u>(1)</u> | D | \$ 93.47 | 754,907 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 02/21/2007 | S | 100 <u>(1)</u> | D | \$ 93.46 | 754,807 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 02/21/2007 | S | 100 <u>(1)</u> | D | \$ 93.44 | 754,707 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 02/21/2007 | S | 100 <u>(1)</u> | D | \$ 93.43 | 754,607 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 02/21/2007 | S | 100 <u>(1)</u> | D | \$ 93.42 | 754,507 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 02/21/2007 | S | 100 <u>(1)</u> | D | \$ 93.4 | 754,407 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 02/21/2007 | S | 100 <u>(1)</u> | D | \$ 93.39 | 754,307 | I | See Footnote <u>(2)</u> |
| | 02/21/2007 | S | 100 <u>(1)</u> | D | | 754,207 | I | |

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|---|------------|---|---------|---|-------------|---------|---|------------------------|
| Common Stock, par value \$0.01 per share | | | | | \$ 93.37 | | | See Footnote (2) |
| Common Stock, par value \$0.01 per share | 02/21/2007 | S | 100 (1) | D | \$ 93.36 | 754,107 | I | See Footnote (2) |
| Common Stock, par value \$0.01 per share | 02/21/2007 | S | 100 (1) | D | \$ 93.33 | 754,007 | I | See Footnote (2) |
| Common Stock, par value \$0.01 per share | 02/21/2007 | S | 100 (1) | D | \$ 93.32 | 753,907 | I | See Footnote (2) |
| Common Stock, par value \$0.01 per share | 02/21/2007 | S | 100 (1) | D | \$ 93.28 | 753,807 | I | See Footnote (2) |

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

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

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 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

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

Signatures

| | |
|--|------------|
| Cornelius M. Courtney under POA dated 4/27/2006 | 02/23/2007 |
| **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 Leiscester Enterprises LLC.
 - (2) Mr. Putnam owns a controlling interest in Leiscester Enterprises LLC.

Remarks:

This is report 2 of 4 for transactions effected on February 21, 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.

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.