

NYSE Group, Inc.
Form 4
January 26, 2007

FORM 4

**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).

**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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(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)

01/24/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

President and Co-COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock, par value \$0.01 per share	01/24/2007		S	100 ⁽¹⁾ D	\$ 99.6 810,712	I	See Footnote (2)
Common Stock, par value \$0.01 per share	01/24/2007		S	100 ⁽¹⁾ D	\$ 99.92 810,612	I	See Footnote (2)
Common Stock, par	01/24/2007		S	100 ⁽¹⁾ D	\$ 99.95 810,512	I	See Footnote

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value								(2)
\$0.01 per share								
Common Stock, par value \$0.01 per share	01/24/2007	S	100 <u>(1)</u>	D	\$ 100	810,412	I	See Footnote (2)
Common Stock, par value \$0.01 per share	01/24/2007	S	100 <u>(1)</u>	D	\$ 100.07	810,312	I	See Footnote (2)
Common Stock, par value \$0.01 per share	01/24/2007	S	100 <u>(1)</u>	D	\$ 100.08	810,212	I	See Footnote (2)
Common Stock, par value \$0.01 per share	01/24/2007	S	100 <u>(1)</u>	D	\$ 100.1	810,112	I	See Footnote (2)
Common Stock, par value \$0.01 per share	01/24/2007	S	100 <u>(1)</u>	D	\$ 100.11	810,012	I	See Footnote (2)
Common Stock, par value \$0.01 per share	01/24/2007	S	100 <u>(1)</u>	D	\$ 100.3	809,912	I	See Footnote (2)
Common Stock, par value \$0.01 per share	01/24/2007	S	100 <u>(1)</u>	D	\$ 100.31	809,812	I	See Footnote (2)
Common Stock, par value \$0.01 per share	01/24/2007	S	100 <u>(1)</u>	D	\$ 100.35	809,712	I	See Footnote (2)
Common Stock, par value	01/24/2007	S	100 <u>(1)</u>	D	\$ 100.4	809,612	I	See Footnote (2)

\$0.01 per share									
Common Stock, par value \$0.01 per share	01/24/2007	S	100 <u>(1)</u>	D	\$ 100.42	809,512	I	See Footnote <u>(2)</u>	
Common Stock, par value \$0.01 per share	01/24/2007	S	100 <u>(1)</u>	D	\$ 100.53	809,412	I	See Footnote <u>(2)</u>	
Common Stock, par value \$0.01 per share	01/24/2007	S	100 <u>(1)</u>	D	\$ 100.76	809,312	I	See Footnote <u>(2)</u>	
Common Stock, par value \$0.01 per share	01/24/2007	S	100 <u>(1)</u>	D	\$ 101.03	809,212	I	See Footnote <u>(2)</u>	
Common Stock, par value \$0.01 per share	01/24/2007	S	100 <u>(1)</u>	D	\$ 101.24	809,112	I	See Footnote <u>(2)</u>	
Common Stock, par value \$0.01 per share	01/24/2007	S	100 <u>(1)</u>	D	\$ 101.27	809,012	I	See Footnote <u>(2)</u>	
Common Stock, par value \$0.01 per share	01/24/2007	S	100 <u>(1)</u>	D	\$ 101.33	808,912	I	See Footnote <u>(2)</u>	
Common Stock, par value \$0.01 per share	01/24/2007	S	100 <u>(1)</u>	D	\$ 101.45	808,812	I	See Footnote <u>(2)</u>	
Common Stock, par value \$0.01 per	01/24/2007	S	100 <u>(1)</u>	D	\$ 101.56	808,712	I	See Footnote <u>(2)</u>	

share

Common
Stock, par
value
\$0.01 per
share

01/24/2007

S

100 (1) D\$
101.68

808,612

I

See
Footnote
(2)Common
Stock, par
value
\$0.01 per
share

01/24/2007

S

100 (1) D\$
101.72

808,512

I

See
Footnote
(2)Common
Stock, par
value
\$0.01 per
share

01/24/2007

S

115 (1) D

\$ 100.9 808,397

I

See
Footnote
(2)Common
Stock, par
value
\$0.01 per
share

01/24/2007

S

200 (1) D\$
100.05

808,197

I

See
Footnote
(2)Common
Stock, par
value
\$0.01 per
share

01/24/2007

S

200 (1) D\$
100.52

807,997

I

See
Footnote
(2)Common
Stock, par
value
\$0.01 per
share

01/24/2007

S

200 (1) D\$ 807,797 (3)

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

Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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	01/26/2007
**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) See Footnote 3 on report 5 of 5 for January 24, 2007, for a description of the indirect ownership of Mr. Putnam's holdings at the conclusion of the transactions effected on January 24, 2007.

Remarks:

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

This is report 1 of 5 for transactions effected on January 24, 2007.

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.