

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 | (A) or (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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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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