

NYSE Group, Inc.
Form 4
February 22, 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)
02/20/2007

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 | 02/20/2007 | | M | | 10,000 | A | \$ 13.41 |
| Common Stock, par value \$0.01 per share | 02/20/2007 | | S | | 100 | D | \$ 88.52 |
| Common Stock, par value \$0.01 per share | 02/20/2007 | | S | | 100 | D | \$ 88.57 |

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| | | | | | | | |
|---|------------|---|-----|---|-------------|--------|---|
| Common Stock, par value \$0.01 per share | 02/20/2007 | S | 100 | D | \$ 88.58 | 41,735 | D |
| Common Stock, par value \$0.01 per share | 02/20/2007 | S | 100 | D | \$ 88.64 | 41,635 | D |
| Common Stock, par value \$0.01 per share | 02/20/2007 | S | 100 | D | \$ 88.67 | 41,535 | D |
| Common Stock, par value \$0.01 per share | 02/20/2007 | S | 100 | D | \$ 88.8 | 41,435 | D |
| Common Stock, par value \$0.01 per share | 02/20/2007 | S | 100 | D | \$ 88.82 | 41,335 | D |
| Common Stock, par value \$0.01 per share | 02/20/2007 | S | 100 | D | \$ 88.86 | 41,235 | D |
| Common Stock, par value \$0.01 per share | 02/20/2007 | S | 100 | D | \$ 88.87 | 41,135 | D |
| Common Stock, par value \$0.01 per share | 02/20/2007 | S | 100 | D | \$ 88.92 | 41,035 | D |
| Common Stock, par value \$0.01 per share | 02/20/2007 | S | 100 | D | \$ 88.95 | 40,935 | D |
| Common Stock, par value \$0.01 per share | 02/20/2007 | S | 100 | D | \$ 88.96 | 40,835 | D |
| Common Stock, par value \$0.01 per share | 02/20/2007 | S | 100 | D | \$ 89.03 | 40,735 | D |
| | 02/20/2007 | S | 100 | D | | 40,635 | D |

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|---|------------|---|-----|---|-------------|--------|---|
| Common Stock, par value \$0.01 per share | | | | | \$ 89.04 | | |
| Common Stock, par value \$0.01 per share | 02/20/2007 | S | 100 | D | \$ 89.05 | 40,535 | D |
| Common Stock, par value \$0.01 per share | 02/20/2007 | S | 100 | D | \$ 89.07 | 40,435 | D |
| Common Stock, par value \$0.01 per share | 02/20/2007 | S | 100 | D | \$ 89.1 | 40,335 | D |
| Common Stock, par value \$0.01 per share | 02/20/2007 | S | 100 | D | \$ 89.16 | 40,235 | D |
| Common Stock, par value \$0.01 per share | 02/20/2007 | S | 100 | D | \$ 89.25 | 40,135 | D |
| Common Stock, par value \$0.01 per share | 02/20/2007 | S | 100 | D | \$ 89.28 | 40,035 | D |
| Common Stock, par value \$0.01 per share | 02/20/2007 | S | 100 | D | \$ 89.3 | 39,935 | D |
| Common Stock, par value \$0.01 per share | 02/20/2007 | S | 100 | D | \$ 89.31 | 39,835 | D |
| Common Stock, par value \$0.01 per share | 02/20/2007 | S | 200 | D | \$ 88.46 | 39,635 | D |
| Common Stock, par value \$0.01 per share | 02/20/2007 | S | 200 | D | \$ 88.62 | 39,435 | D |
| | 02/20/2007 | S | 200 | D | | 39,235 | D |

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| | | | | | | | | |
|---|------------|--|---|-----|-------|----|--------|---|
| Common Stock, par value \$0.01 per share | | | | | \$ | | | |
| | | | | | 88.66 | | | |
| Common Stock, par value \$0.01 per share | 02/20/2007 | | S | 200 | D | \$ | 39,035 | D |
| | | | | | 88.77 | | | |
| Common Stock, par value \$0.01 per share | 02/20/2007 | | S | 200 | D | \$ | 38,835 | D |
| | | | | | 88.9 | | | |
| Common Stock, par value \$0.01 per share | 02/20/2007 | | S | 200 | D | \$ | 38,635 | D |
| | | | | | 88.93 | | | |

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.

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(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) | | |
|---|--|---|---|--------------------------------------|--|--|---|--|-------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options (right to buy) | \$ 13.41 | 02/20/2007 | | M | 10,000 | (1) | 11/18/2013 | Common Stock, par value \$0.01 per share | 10,000 |

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

02/22/2007

__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 40,945 shares are exercisable. The remaining options vest and become exercisable on November 17, 2007.

Remarks:

This is report 1 of 2 for transactions effected on February 20, 2007

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.

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.