

NYSE Group, Inc.
Form 3
March 07, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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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 *
FORD WILLIAM E
(Last) (First) (Middle)

2. Date of Event Requiring Statement
(Month/Day/Year)
03/07/2006

3. Issuer Name and Ticker or Trading Symbol
NYSE Group, Inc. [NYX]

4. Relationship of Reporting Person(s) to Issuer

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

C/O NYSE GROUP, INC., 11 WALL STREET

(Check all applicable)

(Street)

NEW YORK, NY 10005

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock par value \$0.01 per share

10,366,466 ⁽¹⁾

I

See FN2 ⁽²⁾

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares	or Indirect (I) (Instr. 5)
Restricted Stock Units ⁽³⁾	â ⁽⁴⁾	â ⁽⁴⁾	Common Stock par value \$0.01 per share	13,251 ⁽⁵⁾ \$ 0	D â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FORD WILLIAM E C/O NYSE GROUP, INC. 11 WALL STREET NEW YORK, NY 10005	â X	â	â	â

Signatures

/s/ William E. Ford
 03/07/2006

**Signature of Reporting Person
Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Received in exchange for an equal number of shares of common stock of Archipelago Holdings, Inc. in connection with the merger of New York Stock Exchange, Inc. and Archipelago Holdings, Inc. On March 7, 2006, the effective date of the merger, the closing price of the common stock of Archipelago Holdings, Inc. was \$64.25 per share. The NYSE Group, Inc. common stock will commence trading on March 8, 2006, the day following the effective date of the merger.
 - (2) 10,366,466 shares of common stock consists of 7,193,963 shares of common stock owned by General Atlantic Partners 77, L.P. ("GAP 77"), 2,437,604 shares of common stock owned by GAP-W Holdings, L.P. ("GAP-W"), 129,835 shares of common stock owned by GapStar, LLC ("GapStar") and 605,064 shares of common stock owned by GAP Coinvestment Partners II, L.P. ("GAPCO II"). Mr. Ford is President and Managing Director of General Atlantic LLC ("GA LLC") and a general partner of GAPCO II. GA LLC is the general partner of GAP 77 and GAP-W, and the sole member of GapStar. The general partners of GAPCO II are also Managing Directors of GA LLC. Mr. Ford disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
 - (3) Each restricted stock unit represents a right to receive one share of the Company's Common Stock (or cash equal to the fair market value thereof) upon the director's resignation or other termination of service from the Company's board of directors.
 - (4) These restricted stock units are fully vested with the underlying shares (or cash equal to the fair market value thereof) to be delivered upon Mr. Ford's resignation or other termination from the Company's board of directors.
 - (5) Received in exchange for an equivalent number of RSUs for which Archipelago Holdings, Inc. common stock was the underlying security.

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.