

Bernstein Dale B
Form 4
February 07, 2008

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 *
Bernstein Dale B

(Last) (First) (Middle)

C/O NYSE EURONEXT, 11 WALL
STREET

(Street)

NEW YORK, NY 10005

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
NYSE Euronext [NYX]

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2008

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)

Management Committee Member

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)
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secur
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(Instr. 9)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	02/06/2008 <u>(2)</u>	A <u>(2)</u>		2,808		<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$0.01 per share	2,808
Restricted Stock Units	<u>(3)</u>						<u>(3)</u>	<u>(3)</u>	Common Stock, par value \$0.01 per share	9,268
Restricted Stock Units	<u>(4)</u>						<u>(4)</u>	<u>(4)</u>	Common Stock, par value \$0.01 per share	650

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bernstein Dale B C/O NYSE EURONEXT 11 WALL STREET NEW YORK, NY 10005			Management Committee Member	

Signatures

/c/ C.M. Courtney under POA dated March 27, 2007

02/07/2008

****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).

Each Restricted Stock Unit ("RSU") represents the right to receive one share of the Issuer's Common Stock. RSUs vest and shares are

(1) delivered in three equal installments on each of February 6, 2009, 2010, and 2011, subject to the Reporting Person's continued employment with the Issuer.

(2)

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Granted under the NYSE Euronext 2006 Stock Incentive Plan. Pursuant to action of the Issuer's Human Resources and Compensation Committee on 1/30/2008, the effective date of grant is 2/6/2008. The amount of the award was determined in part by reference to the closing price of the Issuer's common stock on 2/5/2008.

- Each vested RSU represents the right to receive one share of the Issuer's Common Stock on March 8, 2009. Three-quarters are fully
- (3) vested and the remaining one-quarter will vest on March 8, 2008, subject to the Reporting Person's continued employment with the Issuer.
- (4) Each RSU represents the right to receive one share of the Issuer's Common Stock. RSUs vest and shares are delivered in two equal installments on each of February 3, 2009, and 2010, subject to the Reporting Person's continued employment with the Issuer.

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.