NYSE Group, Inc.
Form 4
February 09, 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 [*]
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)
02/07/2007

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 below) _____ Other (specify 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.01 per share	02/07/2007		S		200 (1)	D	$ 97.02	766,057	I	See Footnote (2)
Common Stock, par value $0.01 per share	02/07/2007		S		300 (1)	D	$ 97.04	765,757	I	See Footnote (2)
Common Stock, par value $0.01 per share	02/07/2007		S		100 (1)	D	$ 97.13	765,657	I	See Footnote (2)

Common Stock, par value $0.01 per share	02/07/2007	S	100 (1)	D	$ 97.21	765,557	I	See Footnote (2)
Common Stock, par value $0.01 per share	02/07/2007	S	100 (1)	D	$ 97.22	765,457	I	See Footnote (2)
Common Stock, par value $0.01 per share	02/07/2007	S	200 (1)	D	$ 96.8	765,257	I	See Footnote (2)
Common Stock, par value $0.01 per share	02/07/2007	S	200 (1)	D	$ 96.9	765,057	I	See Footnote (2)
Common Stock, par value $0.01 per share	02/07/2007	S	200 (1)	D	$ 96.88	764,857	I	See Footnote (2)
Common Stock, par value $0.01 per share	02/07/2007	S	200 (1)	D	$ 96.83	764,657	I	See Footnote (2)
Common Stock, par value $0.01 per share	02/07/2007	S	100 (1)	D	$ 96.89	764,557	I	See Footnote (2)
Common Stock, par value $0.01 per share	02/07/2007	S	100 (1)	D	$ 96.91	764,457	I	See Footnote (2)
Common Stock, par value $0.01 per share	02/07/2007	S	300 (1)	D	$ 96.95	764,157 (3)	I	See Footnote (2)

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

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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 (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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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	02/09/2007
**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 Leiscester Enterprises LLC.

(2) Mr. Putnam owns a controlling interest in Leiscester Enterprises LLC.

(3) Represents 738,858 shares held through GSP, LLC (Mr. Putnam owns a controlling interest in GSP, LLC), 17,283 shares held through Leicester Enterprises, LLC (Mr. Putnam owns a controlling interest in Leiscester Enterprises, LLC) and 8,016 shares that GSP, LLC gifted to the Putnam Family Foundation.

Remarks:
This is report 3 of 3 for transactions effected on February 7, 2007.

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

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