

ARCHIPELAGO HOLDINGS INC
 Form 4
 March 08, 2006

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 *
 MCNULTY JAMES J

2. Issuer Name and Ticker or Trading Symbol
 ARCHIPELAGO HOLDINGS INC
 [AX]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 100 SOUTH WACKER DRIVE,
 SUITE 1800, C/O ARCHIPELAGO
 HOLDINGS, INC.

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/07/2006

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

(Street)
 CHICAGO, IL 60606

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

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 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Stock	03/07/2006		D		5,000	D	(3)	0	D

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)

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Restricted Stock Unit	\$ 0	03/07/2006		D	12,370 <u>(1)</u> <u>(2)</u>	<u>(1)</u> <u>(2)</u> <u>(1)</u> <u>(2)</u>	Common Stock	12,370

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCNULTY JAMES J 100 SOUTH WACKER DRIVE, SUITE 1800 C/O ARCHIPELAGO HOLDINGS, INC. CHICAGO, IL 60606	X			

Signatures

by Cynthia A. Lance under power of attorney for James J. McNulty 03/08/2006

**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 RSU awards issued to the reporting person as follows: 3,985 RSUs on 9/12/04; 3,335 RSUs on 11/15/04; 2,225 RSUs on 3/31/05; 1,012 RSUs on 6/30/05; 989 RSUs on 9/30/05 and 824 RSUs on 11/1/05. Each RSU represents the right to receive one share of the Issuer's common stock upon the reporting person's resignation from the Issuer's Board. The 9/12/04 & 11/15/04 issuances were scheduled to vest in four equal installments over a four year period beginning on the first anniversary of the date of grant, but such RSUs became fully vested in connection with the Issuer's merger with the New York Stock Exchange, Inc. All other issuances were fully vested.
- (2) Disposed of pursuant to the Issuer's merger with the New York Stock Exchange, Inc. These RSUs were converted into equivalent NYSE Group, Inc. RSU awards with each NYSE Group, Inc. RSU representing the right to receive one share of common stock of NYSE Group, Inc., par value \$0.01 per share. On the effective date of the merger, the closing price of the Issuer's common stock was \$64.25 per share. The shares of the NYSE Group, Inc. common stock commenced trading on March 8, 2006, the day following the effective date of the merger, at \$67.00 per share.
- (3) Disposed of pursuant to the Issuer's merger with the New York Stock Exchange, Inc. in exchange for an equal number of shares of common stock of NYSE Group, Inc., par value \$0.01 per share. On the effective date of the merger, the closing price of the Issuer's common stock was \$64.25 per share. The shares of the NYSE Group, Inc. common stock commenced trading on March 8, 2006, the day following the effective date of the merger, at \$67.00 per share.

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.