

Putnam Gerald D
Form 4
December 26, 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 *
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)
12/21/2006

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 | (D) | Price |
| Common Stock, par value \$0.01 per share | 12/21/2006 | | S | | 100 ⁽¹⁾ | D | \$ 99 841,117 |
| | | | | | | I | See Footnote ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 12/21/2006 | | S | | 100 ⁽¹⁾ | D | \$ 99.21 841,017 |
| | | | | | | I | See Footnote ⁽²⁾ |
| Common Stock, par | 12/21/2006 | | S | | 100 ⁽¹⁾ | D | \$ 99.43 840,917 |
| | | | | | | I | See Footnote |

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| | | | | | | | | | |
|--|------------|---|----------------|---|----------|---------|---|--|------------------|
| value | | | | | | | | | (2) |
| \$0.01 per share | | | | | | | | | |
| Common Stock, par value \$0.01 per share | 12/21/2006 | S | 100 <u>(1)</u> | D | \$ 99.12 | 840,817 | I | | See Footnote (2) |
| Common Stock, par value \$0.01 per share | 12/21/2006 | S | 100 <u>(1)</u> | D | \$ 99.25 | 840,717 | I | | See Footnote (2) |
| Common Stock, par value \$0.01 per share | 12/21/2006 | S | 100 <u>(1)</u> | D | \$ 99.51 | 840,617 | I | | See Footnote (2) |
| Common Stock, par value \$0.01 per share | 12/21/2006 | S | 100 <u>(1)</u> | D | \$ 99.2 | 840,517 | I | | See Footnote (2) |
| Common Stock, par value \$0.01 per share | 12/21/2006 | S | 100 <u>(1)</u> | D | \$ 99.13 | 840,417 | I | | See Footnote (2) |
| Common Stock, par value \$0.01 per share | 12/21/2006 | S | 100 <u>(1)</u> | D | \$ 99.47 | 840,317 | I | | See Footnote (2) |
| Common Stock, par value \$0.01 per share | 12/21/2006 | S | 100 <u>(1)</u> | D | \$ 99.91 | 840,217 | I | | See Footnote (2) |
| Common Stock, par value \$0.01 per share | 12/21/2006 | S | 100 <u>(1)</u> | D | \$ 99.82 | 840,117 | I | | See Footnote (2) |
| Common Stock, par value | 12/21/2006 | S | 100 <u>(1)</u> | D | \$ 99.75 | 840,017 | I | | See Footnote (2) |

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| | | | | | | | | |
|--|------------|---|----------------|---|-----------|---------|---|-------------------------|
| \$0.01 per share | | | | | | | | |
| Common Stock, par value \$0.01 per share | 12/21/2006 | S | 100 <u>(1)</u> | D | \$ 100 | 839,917 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 12/21/2006 | S | 100 <u>(1)</u> | D | \$ 100.65 | 839,817 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 12/21/2006 | S | 100 <u>(1)</u> | D | \$ 100.81 | 839,717 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 12/21/2006 | S | 100 <u>(1)</u> | D | \$ 100.83 | 839,617 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 12/21/2006 | S | 100 <u>(1)</u> | D | \$ 98.94 | 839,517 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 12/21/2006 | S | 100 <u>(1)</u> | D | \$ 98.73 | 839,417 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 12/21/2006 | S | 100 <u>(1)</u> | D | \$ 98.87 | 839,317 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 12/21/2006 | S | 100 <u>(1)</u> | D | \$ 98.85 | 839,217 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per | 12/21/2006 | S | 100 <u>(1)</u> | D | \$ 99.35 | 839,117 | I | See Footnote <u>(2)</u> |

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| | | | | | | | | |
|--|------------|---|--------------------|---|----------|------------------------|---|-------------------------------|
| share | | | | | | | | |
| Common Stock, par value \$0.01 per share | 12/21/2006 | S | 100 ⁽¹⁾ | D | \$ 99.16 | 839,017 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 12/21/2006 | S | 100 ⁽¹⁾ | D | \$ 99.33 | 838,917 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 12/21/2006 | S | 100 ⁽¹⁾ | D | \$ 99.44 | 838,817 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 12/21/2006 | S | 100 ⁽¹⁾ | D | \$ 99.09 | 838,717 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 12/21/2006 | S | 115 ⁽¹⁾ | D | \$ 99.29 | 838,602 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 12/21/2006 | S | 200 ⁽¹⁾ | D | \$ 99.4 | 838,402 | I | See Footnote <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 12/21/2006 | S | 200 ⁽¹⁾ | D | \$ 99.36 | 838,202 ⁽³⁾ | I | See Footnote <u>(2)</u> |

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)

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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 | 12/26/2006 |
| **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 shares owned by the Putnam Family Foundation, a charitable organization. Mr. Putnam does not have a pecuniary interest in the Putnam Family Foundation and disclaims beneficial ownership in shares owned by the Putnam Family Foundation.
- (2) Mr. Putnam is the President of the Putnam Family Foundation, a charitable organization. Mr. Putnam does not have a pecuniary interest in the Putnam Family Foundation and disclaims beneficial ownership in shares owned by the Putnam Family Foundation.
- (3) Represents 738,858 shares held through GSP, LLC (Mr. Putnam owns a controlling interest in GSP, LLC), 82,283 shares held through Leicester Enterprises, LLC (Mr. Putnam owns a controlling interest in Leicester Enterprises, LLC) and 17,061 shares that GSP, LLC gifted to the Putnam Family Foundation.

Remarks:

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.

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