

ARCHIPELAGO HOLDINGS INC
Form 4
March 08, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
FORD WILLIAM E

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)

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

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

GENERAL ATLANTIC SERVICE COMPANY, LLC, 3 PICKWICK PLAZA

03/07/2006

(Street)

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

GREENWICH, CT 06830

(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 Indirect Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|---------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 03/07/2006 | | U | | 7,193,963 | D | (5) 0 | I | See (1) |
| Common Stock | 03/07/2006 | | U | | 129,835 | D | (5) 0 | I | See (2) |
| Common Stock | 03/07/2006 | | U | | 2,437,604 | D | (5) 0 | I | See (3) |
| Common Stock | 03/07/2006 | | U | | 605,064 | D | (5) 0 | I | See (4) |

Edgar Filing: ARCHIPELAGO HOLDINGS INC - Form 4

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.

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | \$ 0 | 03/07/2006 | | D | 13,251 | (6) (6) | Common Stock | 13,251 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FORD WILLIAM E GENERAL ATLANTIC SERVICE COMPANY, LLC 3 PICKWICK PLAZA GREENWICH, CT 06830 | X | | | |

Signatures

William E. Ford 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) By General Atlantic Partners 77, L.P. ("GAP 77"). See footnote 4.

(2) By GapStar, LLC ("GapStar"). See footnote 4.

(3) By GAP-W Holdings, L.P. ("GAP-W"). See footnote 4.

(4) By GAP Coinvestment Partners II, L.P. ("GAPCO II"). The Reporting Person is President and a 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.

Edgar Filing: ARCHIPELAGO HOLDINGS INC - Form 4

(5) Disposed of as a result of the issuer's merger (the "Merger") with the New York Stock Exchange, Inc., in exchange for (i) in the case of GAP 77, 7,193,963 shares of common stock of NYSE Group, Inc. ("NYSE Group"), (ii) in the case of GapStar, 129,835 shares of common stock of NYSE Group, (iii) in the case of GAP-W, 2,437,604 shares of common stock of NYSE Group and (iv) in the case of GAPCO II, 605,064 shares of common stock of NYSE Group. On the effective date of the Merger, the closing price of the issuer's common stock was \$64.25 per share. The shares of common stock of NYSE Group commenced trading on March 8, 2006, the day following the effective date of the Merger, at \$67.00 per share.

(6) These restricted stock units are fully vested and represent the right to receive one share of the issuer's common stock (or cash equal to the fair market value thereof) upon the director's resignation or other termination of service from the issuer's board of directors, including a change of control of the issuer. They were disposed of as a result of the consummation of the Merger in exchange for 13,251 restricted stock units of NYSE Group. The shares of common stock of NYSE Group 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.