

Chai Nelson
 Form 4
 March 08, 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 *
 Chai Nelson

(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)
 03/06/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Exec. VP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	03/06/2007		M		10,000	A	\$ 13.41 42,035	D
Common Stock, par value \$0.01 per share	03/06/2007		S		419	D	\$ 81.45 41,616	D
Common Stock, par	03/06/2007		S		380	D	\$ 81.5 41,236	D

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value \$0.01 per share							
Common Stock, par value \$0.01 per share	03/06/2007	S	301	D	\$ 81.7135	40,935	D
Common Stock, par value \$0.01 per share	03/06/2007	S	178	D	\$ 81.39	40,757	D
Common Stock, par value \$0.01 per share	03/06/2007	S	150	D	\$ 81.53	40,607	D
Common Stock, par value \$0.01 per share	03/06/2007	S	122	D	\$ 81.3954	40,485	D
Common Stock, par value \$0.01 per share	03/06/2007	S	50	D	\$ 81.74	40,435	D
Common Stock, par value \$0.01 per share	03/06/2007	S	500	D	\$ 81.61	39,935	D
Common Stock, par value \$0.01 per share	03/06/2007	S	500	D	\$ 81.49	39,435	D
Common Stock, par value \$0.01 per share	03/06/2007	S	400	D	\$ 81.4	39,035	D
Common Stock, par value	03/06/2007	S	300	D	\$ 81.71	38,735	D

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\$0.01 per share							
Common Stock, par value	03/06/2007	S	200	D	\$ 82.19	38,535	D
\$0.01 per share							
Common Stock, par value	03/06/2007	S	200	D	\$ 81.82	38,335	D
\$0.01 per share							
Common Stock, par value	03/06/2007	S	200	D	\$ 81.8	38,135	D
\$0.01 per share							
Common Stock, par value	03/06/2007	S	200	D	\$ 81.75	37,935	D
\$0.01 per share							
Common Stock, par value	03/06/2007	S	200	D	\$ 81.72	37,735	D
\$0.01 per share							
Common Stock, par value	03/06/2007	S	200	D	\$ 81.69	37,535	D
\$0.01 per share							
Common Stock, par value	03/06/2007	S	200	D	\$ 81.685	37,335	D
\$0.01 per share							
Common Stock, par value	03/06/2007	S	200	D	\$ 81.67	37,135	D
\$0.01 per share							
Common Stock, par value	03/06/2007	S	200	D	\$ 81.66	36,935	D
\$0.01 per							

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share

Common
Stock, par
value 03/06/2007
\$0.01 per
share

S 200 D \$ 81.63 36,735 D

Common
Stock, par
value 03/06/2007
\$0.01 per
share

S 200 D \$ 81.605 36,535 D

Common
Stock, par
value 03/06/2007
\$0.01 per
share

S 200 D \$ 81.555 36,335 D

Common
Stock, par
value 03/06/2007
\$0.01 per
share

S 200 D \$ 81.43 36,135 D

Common
Stock, par
value 03/06/2007
\$0.01 per
share

S 200 D \$ 81.41 35,935 D

Common
Stock, par
value 03/06/2007
\$0.01 per
share

S 200 D \$ 81.35 35,735 D

Common
Stock, par
value 03/06/2007
\$0.01 per
share

S 200 D \$ 81.28 35,535 D

Common
Stock, par
value 03/06/2007
\$0.01 per
share

S 200 D \$ 81.26 35,335 D

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

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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)
Employee Stock Options (right to buy)	\$ 13.41	03/06/2007		M	10,000	(1) 11/18/2013	Common Stock, par value \$0.01 per share 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chai Nelson C/O NYSE GROUP, INC. 11 WALL STREET NEW YORK, NY 10005			Exec. VP and CFO	

Signatures

/s/ Cornelius M. Courtney under POA dated 03/08/2007
4/27/2006

**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) Options to purchase 30,945 shares are exercisable. The remaining options vest and become exercisable on November 17, 2007.

Remarks:

This is report 1 of 2 for transactions effected on March 6, 2007

The sales of shares reported on this Form 4 were made pursuant to a selling plan, dated November 30, 2006, intended to complete the sale of the shares of the Company. 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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