NYSE Group, Inc. Form 3 July 12, 2006 FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB APPROVAL OMB Number: 3235-0104

INITIAL STATEMENT OF 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 <u>*</u> Freeman William M			2. Date of Event Requiring Statement (Month/Day/Year)		3. Issuer Name and Ticker or Trading Symbol NYSE Group, Inc. [NYX]					
(Last)	(First)	(Middle)	07/03/2006		4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)		
C/O NYSE O WALL STR		IC., 11				all applicable)		Thea(Mondu Day, Fear)		
NEW YORF	(Street) K, NY 1	0005			.e	Marcon Ma	ow)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)		Table I - N	lon-Derivat	tive Securiti	es Be	neficially Owned		
1.Title of Secur (Instr. 4)	ity			2. Amount of Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nat Owne (Instr.	1		
Reminder: Repo owned directly		ate line for ea	ch class of secu	rities benefici	^{ially} S	EC 1473 (7-02)			
	inform require	ation conta ed to respo	oond to the co ained in this fo nd unless the MB control nu	orm are not e form displ						
Т	Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)									
1 Title of Deri	vative Securit	v 2. Dat	e Exercisable a	nd 3. Titles	and Amount of	4.	5	6. Nature of Indirect		

1. Title of Derivative Security	2. Date Exer	cisable and	3. Title and Amount of		4.	5.	6. Nature of Indirect
(Instr. 4)	Expiration Date (Month/Day/Year)		Securities Un Derivative Se		Conversion or Exercise	*	Beneficial Ownership (Instr. 5)
			(Instr. 4)		Price of	Derivative	(mout o)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security Direct	Security: Direct (D) or Indirect (I)	

January 31,

2005

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Expires:

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Estimated average burden hours per

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						(Instr. 5)	
Restricted Stock Units (1)	(2)	(2)	Common Stock Par Value \$0.01 per share	6,796	\$ <u>(3)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Freeman William M C/O NYSE GROUP, INC. 11 WALL STREET NEW YORK, NY 10005	Â	Â	SVP and Acting General Counsel	Â		
Signatures						
Annemarie Tierney under POA of William M. Freeman			07/12/2006			
<u>**</u> Signature of Reporting	Person		Date			

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Restricted Stock Units (RSUs) awarded on 3/8/2006 under the 2006 Stock Incentive Plan.

3398 of the RSUs are fully vested upon the date of grant and the remaining 3398 RSUs will vest in two equal installments on the first and second anniversaries of the date of grant, subject to the Reporting Person's continued employment with the Issuer. These RSUs are service-based. Generally, unvested units will be cancelled upon the Reporting Person's resignation from or other termination of employment with the Issuer.

(3) Each RSU represents the right to receive one share of the issuer's Common Stock on the third anniversary of the date of grant.

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Remarks:

Appointed Acting General Counsel by the Issuer's CEO effective July 3, 2006. Â Appointment is sub

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.