Chai Nelson Form 4 February 08, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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obligations

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Chai Nelson Issuer Symbol NYSE Group, Inc. [NYX] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify C/O NYSE GROUP, INC., 11 02/06/2007 below) **WALL STREET** Exec. VP and CFO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10005 Person

(City)	(State)	(Zip) Ta	able I - Non-	Derivative Securities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, it	f Transaction	omr Disposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial
		(Month/Day/Year	(Instr. 8)		Owned	Direct (D)	Ownership
					Following	or Indirect	(Instr. 4)
					D 4 1	(T)	

(msu. 3)		(Month/Day/Year)	(Instr. 8)	(msu. 3,	(A) or	3)	Owned Following Reported Transaction(s)	Direct (D) or Indirect (I) (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)	
Common Stock, par value \$0.01 per share	02/06/2007		S	200	D	\$ 98.625	36,575	D
Common Stock, par value \$0.01 per share	02/06/2007		S	200	D	\$ 98.63	36,375	D
Common Stock, par	02/06/2007		S	200	D	\$ 98.64	36,175	D

value \$0.01 per share							
Common Stock, par value \$0.01 per share	02/06/2007	S	259	D	\$ 98.6456	35,916	D
Common Stock, par value \$0.01 per share	02/06/2007	S	440	D	\$ 98.65	35,476	D
Common Stock, par value \$0.01 per share	02/06/2007	S	100	D	\$ 98.66	35,376	D
Common Stock, par value \$0.01 per share	02/06/2007	S	100	D	\$ 98.67	35,276	D
Common Stock, par value \$0.01 per share	02/06/2007	S	375	D	\$ 98.68	34,901	D
Common Stock, par value \$0.01 per share	02/06/2007	S	125	D	\$ 98.686	34,776	D
Common Stock, par value \$0.01 per share	02/06/2007	S	100	D	\$ 98.7	34,676	D
Common Stock, par value \$0.01 per share	02/06/2007	S	100	D	\$ 98.71	34,576	D
Common Stock, par value	02/06/2007	S	100	D	\$ 98.72	34,476	D

\$0.01 per share							
Common Stock, par value \$0.01 per share	02/06/2007	S	200	D	\$ 98.73	34,276	D
Common Stock, par value \$0.01 per share	02/06/2007	S	100	D	\$ 98.77	34,176	D
Common Stock, par value \$0.01 per share	02/06/2007	S	100	D	\$ 98.8	34,076	D
Common Stock, par value \$0.01 per share	02/06/2007	S	300	D	\$ 98.81	33,776	D
Common Stock, par value \$0.01 per share	02/06/2007	S	200	D	\$ 98.825	33,576	D
Common Stock, par value \$0.01 per share	02/06/2007	S	200	D	\$ 98.89	33,376	D
Common Stock, par value \$0.01 per share	02/06/2007	S	141	D	\$ 98.9429	33,235	D
Common Stock, par value \$0.01 per share	02/06/2007	S	300	D	\$ 98.98	32,935	D
Common Stock, par value \$0.01 per	02/06/2007	S	800	D	\$ 99	32,135	D

share

Common Stock, par

value 02/06/2007

02/06/2007 S 100 D \$ 98.62 32,035 D

\$0.01 per share

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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercis	sable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date	e	Amount	t of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Y	ear)	Underly	ying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securiti	es	(Instr. 5)
	Derivative				Securities			(Instr. 3	and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
								,	Amount	
						Date I	Expiration	o Title N	Number	
						Exercisable I	le Date		of	
				Code V	(A) (D)				Shares	
				Code v	(A) (D)			3	mares	

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Chai Nelson

C/O NYSE GROUP, INC.
11 WALL STREET

Exec. VP and CFO

NEW YORK, NY 10005

Signatures

/s/ Cornelius M. Courtney under POA dated 4/27/2006 02/08/2007

**Signature of Reporting Person Date

Reporting Owners 4

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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).

Remarks:

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

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