NYSE Euronext, Inc. Form 3

April 03, 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION FORM 3 Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response... 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 *

Freedberg Hugh

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

04/03/2007

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

NYSE Euronext, Inc. [NYX]

(Check all applicable)

Management Committee Member

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O NYSE EURONEXT. 11 WALL STREET,

(Street)

Director _X__ Officer

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

NEW YORK, NYÂ 10005

(City) (State) (Zip)

1. Title of Security (Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities

Beneficially Owned

(Instr. 4)

Ownership

Form:

Ownership (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership

(Instr. 5)

Date Exercisable Expiration Date

Title Amount or Number of Shares

Derivative Security

Direct (D) or Indirect (I)

1

(Instr. 5)

Employee Stock Options

04/04/2007 09/17/2011 value

Common Stock, par value

\$0.01 per share

63,165 \$ (2)

D Â

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Freedberg Hugh C/O NYSE EURONEXT 11 WALL STREET, NEW YORK, NYÂ 10005

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Management Committee Member Â

Signatures

/s/ C. M. Courtney under POA dated March 20, 2007

04/03/2007

**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).

Represents options to acquire ordinary shares of Euronext N. V. If the Reporting Person takes no action with respect to these options between the date they become exercisable and the closing of the second tender offer period contemplated by the Amended and Restated

- (1) Combination Agreement dated November 27, 2007, by and among the Issuer, NYSE Group, Inc., Euronext N.V. and Jefferson Merger Sub, Inc., which is expected to occur on or about April 17, 2007, it is expected that these options will convert into options to purchase the number of shares of Issuer common stock indicated.
- (2) 22.28 Euros

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Remarks:

This report does not include performance shares awarded to the Reporting Person under the Euronext

Exhibit 24.1, Power of Attorney, is attached.

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.

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