#### CARTER MARSHALL N

Form 4 April 30, 2007

## FORM 4

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

OMB

Expires:

Check this box if no longer subject to

3235-0287 Number: January 31,

2005

**OMB APPROVAL** 

Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per 0.5

obligations may continue. See Instruction

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

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* CARTER MARSHALL N

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

NYSE Euronext [NYX]

(First) (Last)

3. Date of Earliest Transaction

(Check all applicable)

C/O NYSE EURONEXT, 11 WALL

04/27/2007

(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

(Street)

(State)

below) Deputy Chrmn of the Board

ST.

(City)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Zip)

(Middle)

\_X\_ 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

NEW YORK, NY 10005

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Common

per share (1)

Stock, par 04/04/2007 value \$0.01

100 Α

 $100^{(1)}$ Α (1)

D

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

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1

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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. Transactic Code (Instr. 8)	5. Number out Derivati Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	we Expiration (Month/Da	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisabl	Expiration e Date	Title	Amount or Number of Shares	
Restricted Stock Units (1)	<u>(2)</u>	04/04/2007		A	2,43	8 (2)	<u>(2)</u>	Common Stock, par value \$0.01 per share	2,438	\$
Restricted Stock Units (3)	(2)	04/27/2007(4)		A	1,48	0 (2)	(2)	Common Stock, par value \$0.01 per share	1,480	\$

## **Reporting Owners**

Reporting Owner Name / Address	Relationsnips						
	Director	10% Owner	Officer	Other			
CARTER MARSHALL N C/O NYSE EURONEXT 11 WALL ST. NEW YORK, NY 10005	X			Deputy Chrmn of the Board			

## **Signatures**

/s/ C.M. Courtney under POA

04/30/2007

\*\*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).

Received in exchange for an equal number of equivalent securities of NYSE Group, Inc. in connection with the consummation on April 4, 2007, of the transactions contemplated by the Amended and Restated Combination Agreement dated November 27, 2007 by and among the Issuer, NYSE Group, Inc., Euronext N.V. and Jefferson Merger Sub, Inc., and approved by the Issuer's Board of Directors so as to be

the Issuer, NYSE Group, Inc., Euronext N.V. and Jefferson Merger Sub, Inc., and approved by the Issuer's Board of Directors so as to be exempt under Rule 16b-3. Previously reported on Form 3 dated April 3, 2007.

Reporting Owners 2

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- (2) Each RSU represents the right to receive one share of the Issuer's common stock upon the Reporting Person's termination of service on the Board of Directors for any reason other than termination for cause.
- (3) Granted under the NYSE Euronext 2006 Stock Incentive Plan.
- Pursuant to resolutions of the Issuer's Board of Directors adopted April 5, 2007, the effective date of grant is April 27, 2007. The amount of the award was determined in part by reference to the closing price of the Issuer's common stock on April 26, 2007.

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.