Achich Tarak Form 4 May 01, 2007

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

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response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person \*

1(b).

| Achich Tarak               |         |          | Symbol                          | Issuer                                      |
|----------------------------|---------|----------|---------------------------------|---|
|                            |         |          | NYSE Euronext [NYX]             | (Check all applicable)                      |
| (Last)                     | (First) | (Middle) | 3. Date of Earliest Transaction | ` <b></b>                                   |
|                            |         |          | (Month/Day/Year)                | Director 10% Owner                          |
| C/O NYSE EURONEXT, 11 WALL |         |          | 04/27/2007                      | X Officer (give title Other (specify below) |
| STREET                     |         |          |                                 | Management Committee Member                 |

2. Issuer Name and Ticker or Trading

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

6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

5. Relationship of Reporting Person(s) to

NEW YORK, NY 10005

| (City)  | (State) (Z                              | Zip) Table  | I - Non-De                              | erivative S   | ecuriti   | ies Acq  | uired, Disposed o  | f, or Beneficial  | ly Owned |
|---|---|---|---|---|-----------|--|--|---|----------|
| 1.Title of<br>Security<br>(Instr. 3)                  | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) |           | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |          |
|   |   |   | Code V                                  | Amount  | or<br>(D) | Price  | (Instr. 3 and 4)   |   |          |
| Common<br>Stock, par<br>value \$0.01<br>per share (1) | 04/04/2007                              |   | A                                       | 20,529  | A         | (1)  | 20,529   | D   |          |
| Common<br>Stock, par<br>value \$0.01<br>per share (2) | 04/27/2007                              |   | A                                       | 11,369  | A         | (2)  | 31,898   | D   |          |

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)

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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 | 2.          | 3. Transaction Date | 3A. Deemed         | 4.          | 5.         | 6. Date Exerc       | cisable and     | 7. Titl | e and        | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|-------------|------------|---------------------|-----------------|---------|--------------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transaction | onNumber   | Expiration Date     |                 | Amou    | nt of        | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code        | of         | (Month/Day/         | Year)           | Under   | lying        | Security    | Secur  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8)  | Derivative | e                   |                 | Securi  | ities        | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |             | Securities |                     |                 | (Instr. | 3 and 4)     |             | Owne   |
|             | Security    |                     |                    |             | Acquired   |                     |                 |         |              |             | Follo  |
|             |             |                     |                    |             | (A) or     |                     |                 |         |              |             | Repo   |
|             |             |                     |                    |             | Disposed   |                     |                 |         |              |             | Trans  |
|             |             |                     |                    |             | of (D)     |                     |                 |         |              |             | (Instr |
|             |             |                     |                    |             | (Instr. 3, |                     |                 |         |              |             |        |
|             |             |                     |                    |             | 4, and 5)  |                     |                 |         |              |             |        |
|             |             |                     |                    |             |            |                     |                 |         | A            |             |        |
|             |             |                     |                    |             |            |                     |                 |         | Amount       |             |        |
|             |             |                     |                    |             |            | Date<br>Exercisable | Expiration Date | Title   | Or           |             |        |
|             |             |                     |                    |             |            |                     |                 |         | Number<br>of |             |        |
|             |             |                     |                    | Code V      | (A) (D)    |                     |                 |         | Shares       |             |        |
|             |             |                     |                    | Code v      | (A) (D)    |                     |                 |         | Shares       |             |        |

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Other Director Officer

Achich Tarak C/O NYSE EURONEXT 11 WALL STREET NEW YORK, NY 10005

Management Committee Member

### **Signatures**

/s/ C. M. Courtney under POA dated March 23, 2007

05/01/2007 Date

\*\*Signature of Reporting Person

### **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).
- Acquired in exchange for ordinary shares of Euronext N.V. 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 exempt under Rule 16b-3. Previously reported on Form 3 dated April 3, 2007.
- Consists of shares issued on April 27, 2007 in respect of the tender of 9,000 shares of Euronext N.V. into the second tender offer under 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. The 9,000 shares of Euronext N.V. tendered were acquired upon exercise of the options to acquire Euronext N.V. ordinary shares described in Table II of the Form 3 dated April 3, 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.

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