## Edgar Filing: CARTER MARSHALL N - Form 4

CARTER MA	ARSHALL N										
Form 4											
June 05, 2006	)										
FORM	4		GEGU						PPROVAL		
	UNITED	STATES		shington			COMMISSIO	N OMB Number:	3235-0287		
Check this if no longe	<b>a</b> t'							Expires:	January 31,		
subject to Section 16 Form 4 or	F CHAN	NGES IN SECUI	Estimated burden hou	urs per							
Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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									. 0.5		
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> CARTER MARSHALL N			Symbol	er Name <b>an</b> Group, Ir		-	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (1	Middle)	3. Date of Earliest Transaction				(Check all applicable)				
C/O NYSE GROUP, INC., 11 WALL STREET			(Month/Day/Year) 06/01/2006				X_ Director 10% Owner Officer (give titleX_ Other (specify below) below) Chairman of the Board				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>					
NEW YORK	K, NY 10005						Person	wore than one K	epotting		
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
	2. Transaction Date Month/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Amount	(D) Price	(Instr. 3 and 4)				
Reminder: Repo	ort on a separate line	for each cl	ass of sec	urities bene	-	-	-				
					inforn requir	nation cont ed to resp ys a curre	spond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not orm	SEC 1474 (9-02)		

 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. Number	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquire (A) or Dispose (D) (Instr. 3 and 5)	d of					(Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	06/01/2006		A		2,438		<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$0.01 per share	2,438	\$

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
CARTER MARSHALL N C/O NYSE GROUP, INC. 11 WALL STREET NEW YORK, NY 10005	Х			Chairman of the Board				
Signatures								

Cornelius M. Courtney under POA dated 3/7/2006

<u>\*\*</u>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).
- (1) Restricted Stock Units (RSUs) awarded under the 2006 Stock Incentive Plan. Each RSU represents the right to receive one share of the issuer's Common Stock upon termination of service on the Board. RSUs are vested upon receipt.

06/05/2006

Date

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.