

FORD WILLIAM E
Form 4
May 12, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FORD WILLIAM E

(Last) (First) (Middle)

GENERAL ATLANTIC SERVICE COMPANY, LLC

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NYSE Group, Inc. [NYX]

3. Date of Earliest Transaction (Month/Day/Year)
05/10/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/10/2006 | | S | | 1,809,454 | D | \$ 60.27 |
| | | | | | | | 8,266,236 ⁽⁵⁾ |
| Common Stock | 05/10/2006 | | S | | 103,609 | D | \$ 60.27 |
| | | | | | | | 8,266,236 ⁽⁵⁾ |
| Common Stock | 05/10/2006 | | S | | 33,022 | D | \$ 60.27 |
| | | | | | | | 8,266,236 ⁽⁵⁾ |
| Common Stock | 05/10/2006 | | S | | 154,145 | D | \$ 60.27 |
| | | | | | | | 8,266,236 ⁽⁵⁾ |

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

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(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FORD WILLIAM E
GENERAL ATLANTIC SERVICE COMPANY, LLC
GREENWICH, CT 06830

X

Signatures

William E. Ford 05/12/2006

**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).

- (1) By General Atlantic Partners 77, L.P. ("GAP 77"). See footnote 5.
- (2) By GAP-W Holdings, L.P. ("GAP-W"). See footnote 5.
- (3) By GapStar, LLC ("GapStar"). See footnote 5.
- (4) By GAP Coinvestment Partners II, L.P. ("GAPCO II"). See footnote 5.

8,266,236 shares of common stock consists of 5,384,509 shares owned by GAP 77, 2,333,995 shares owned by GAP-W, 96,813 shares owned by GapStar and 450,919 shares owned by GAPCO II. Mr. Ford is President and a Managing Director of General Atlantic LLC

- (5) ("GA LLC") and a general partner of GAPCO II. GA LLC is the general partner of GAP 77 and GAP-W, and the sole member of GapStar. The general partners of GAPCO II are also Managing Directors of GA LLC. Mr. Ford disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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