

NYSE Group, Inc.  
Form 3  
July 12, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**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,  
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)

|  |   |  |   |   |  |
|--|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Freeman William M</p> <p>(Last) (First) (Middle)</p> <p>C/O NYSE GROUP, INC., 11 WALL STREET</p> <p>(Street)</p> <p>NEW YORK, NY 10005</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/03/2006</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>NYSE Group, Inc. [NYX]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>SVP and Acting General Counsel</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

|  |  |   |  |
|--|--|---|--|
| <p>1. Title of Security (Instr. 4)</p> | <p>2. Amount of Securities Beneficially Owned (Instr. 4)</p> | <p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p> | <p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|--|--|---|--|

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

SEC 1473 (7-02)

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

|   |  |   |   |   |  |
|---|--|---|---|---|--|
| <p>1. Title of Derivative Security (Instr. 4)</p> | <p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable      Expiration Date</p> | <p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title      Amount or Number of Shares</p> | <p>4. Conversion or Exercise Price of Derivative Security</p> | <p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)</p> | <p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|---|--|---|---|---|--|

(Instr. 5)

|                                       |                  |                  |                              |       |                   |   |   |
|---------------------------------------|------------------|------------------|------------------------------|-------|-------------------|---|---|
| Restricted Stock Units <sup>(1)</sup> | ^ <sup>(2)</sup> | ^ <sup>(2)</sup> | Common<br>Stock Par<br>Value | 6,796 | \$ <sup>(3)</sup> | D | ^ |
|                                       |                  |                  | \$0.01 per<br>share          |       |                   |   |   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                  |       |
|---|---------------|-----------|----------------------------------|-------|
|   | Director      | 10% Owner | Officer                          | Other |
| Freeman William M<br>C/O NYSE GROUP, INC.<br>11 WALL STREET<br>NEW YORK, NY 10005 | ^             | ^         | ^ SVP and Acting General Counsel | ^     |

## Signatures

Annemarie Tierney under POA of William M. Freeman 07/12/2006

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).
- (1) Restricted Stock Units (RSUs) awarded on 3/8/2006 under the 2006 Stock Incentive Plan.  
3398 of the RSUs are fully vested upon the date of grant and the remaining 3398 RSUs will vest in two equal installments on the first and second anniversaries of the date of grant, subject to the Reporting Person's continued employment with the Issuer. These RSUs are service-based. Generally, unvested units will be cancelled upon the Reporting Person's resignation from or other termination of employment with the Issuer.
  - (2)
  - (3) Each RSU represents the right to receive one share of the issuer's Common Stock on the third anniversary of the date of grant.

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### Remarks:

Appointed Acting General Counsel by the Issuer's CEO effective July 3, 2006. Appointment is subject to

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.