

CARTER MARSHALL N
 Form 4
 April 30, 2007

FORM 4

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

OMB APPROVAL

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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 *
 CARTER MARSHALL N

(Last) (First) (Middle)

C/O NYSE EURONEXT, 11 WALL ST.

(Street)

NEW YORK, NY 10005

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 NYSE Euronext [NYX]

3. Date of Earliest Transaction (Month/Day/Year)
 04/27/2007

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)
 Deputy Chrmn of the Board

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, par value \$0.01 per share ⁽¹⁾ | 04/04/2007 | | A | | 100 | A | <u>(1)</u> 100 ⁽¹⁾ |
| | | | | | | D | |

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

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SEC 1474 (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 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 or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units ⁽¹⁾ | <u>(2)</u> | 04/04/2007 | | A | 2,438 | <u>(2)</u> <u>(2)</u> | Common Stock, par value \$0.01 per share | 2,438 \$ |
| Restricted Stock Units ⁽³⁾ | <u>(2)</u> | 04/27/2007 ⁽⁴⁾ | | A | 1,480 | <u>(2)</u> <u>(2)</u> | Common Stock, par value \$0.01 per share | 1,480 \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|---------------------------|
| | 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).
- (1) 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 exempt under Rule 16b-3. Previously reported on Form 3 dated April 3, 2007.

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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.
- (4) 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.

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