van der Does de Willebois Joost Form 4

February 07, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Washington, D.C. 20549

OMB APPROVAL OMB

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

obligations

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person *van der Does de Willebois Joost | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | |
|--|--|--|--|--|
| | NYSE Euronext [NYX] | (Check all applicable) | | |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction | | | |
| | (Month/Day/Year) | Director 10% Owner | | |
| C/O NYSE EURONEXT, 11 WALL | 01/30/2008 | _X_ Officer (give title Other (specify below) | | |
| STREET | | Management Committee Member | | |
| (Street) | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| | Filed(Month/Day/Year) | Applicable Line) | | |
| | | _X_ Form filed by One Reporting Person | | |
| NEW MODIC NIX 10005 | | Form filed by More than One Reporting | | |

Person

NEW YORK, NY 10005

| (City) | (State) (Z | Zip) Table | I - Non-De | erivative S | ecurit | ties Acc | quired, Disposed o | of, or Beneficial | ly Owned |
|---|--------------------------------------|---|--|---------------------|-------------------------|----------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactio Code (Instr. 8) | Disposed (Instr. 3, | (A) of (D) 4 and (A) or |) 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) |
| Common Stock, par value \$0.01 per share | 01/30/2008(1) | | Code V A(1) | Amount 5,054 | (D) | Price | 19,916 | D | |
| Common Stock, par value \$0.01 per share | 01/30/2008(2) | | A(2) | 5,053 | A | \$0 | 24,969 | D | |
| Common Stock, par value \$0.01 per share | 02/06/2008 | | F | 8,117 | D | (3) | 16,852 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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. Transactic Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | of Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Pr Deriv Secu (Inst |
|---|---|---|---|--|---|---|--------------------|---|--|---------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | <u>(4)</u> | 02/06/2008(5) | | A(5) | 5,617 | <u>(4)</u> | <u>(5)</u> | Common Stock, par value \$0.01 per share | 5,617 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
| Reporting Owner Name / Address | |

Director 10% Owner Officer Other

van der Does de Willebois Joost C/O NYSE EURONEXT 11 WALL STREET NEW YORK, NY 10005

Management Committee Member

Signatures

/s/ C. M. Courtney under POA dated March 20,

2007 02/07/2008

**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).

Represents the acquisition of shares of common stock of the Issuer resulting from the vesting of performance shares awarded to the Reporting Person under the 2005 Euronext Executive Incentive Plan. On the Transaction Date, the Issuer's Human Resources and Compensation Committee determined the number of shares to be vested. Shares were subject to transfer restrictions through December 31, 2007 and were delivered on February 6, 2008.

Reporting Owners 2

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- Represents the acquisition of shares of common stock of the Issuer resulting from the vesting of performance shares awarded to the Reporting Person under the 2006 Euronext Executive Incentive Plan. On the Transaction Date, the Issuer's Human Resources and
- (2) Compensation Committee determined the number of shares to be vested. Shares are subject and the Reporting Person's continued employment with the issuer through December 31 2008, and are expected to be delivered after the date of announcement of the Issuer?s earnings for 2008, which announcement is expected to take place in February, 2009.
- (3) 49.72 Euros
- Each Restricted Stock Unit ("RSU") represents the right to receive one share of the Issuer's Common Stock. RSUs vest and shares are delivered in three equal installments on each of February 6, 2009, 2010, and 2011, subject to the Reporting Person's continued employment with the Issuer.
- Granted under the NYSE Euronext 2006 Stock Incentive Plan. Pursuant to action of the Issuer's Human Resources and Compensation (5) Committee on January, 30, 2008, the effective date of grant is February 6, 2008. The amount of the award was determined in part by reference to the closing price of the Issuer's common stock on February 5, 2008.

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.