NYSE Euronext, Inc. Form 3

April 03, 2007

# 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)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement NYSE Euronext, Inc. [NYX] THAIN JOHN A (Month/Day/Year) 04/03/2007 (First) (Last) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O NYSE EURONEXT. 11 (Check all applicable) **WALL STREET** (Street) 6. Individual or Joint/Group 10% Owner \_X\_ Director \_X\_\_ Officer Other Filing(Check Applicable Line) (give title below) (specify below) \_X\_ Form filed by One Reporting Chief Executive Officer Person NEW YORK, NYÂ 10005 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 4. Nature of Indirect Beneficial Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock, par value \$0.01 per share (1) D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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

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

currently valid OMB control number.

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

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Units (1)	(2)	(2)	Common Stock, par value \$0.01 per share	30,151	\$ <u>(2)</u>	D	Â
Employee Stock Options (Right to buy) (1)	(3)	02/02/2017	Common Stock, par value \$0.01 per share	30,102	\$ 99.5	D	Â

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
· r · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other		
THAIN JOHN A C/O NYSE EURONEXT 11 WALL STREET NEW YORK, NY 10005	ÂX	Â	Chief Executive Officer	Â		

## **Signatures**

/s/ C. M. Courtney under POA dated March 29, 2007

\*\*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).
- Acquired in exchange for an equal number of equivalent securities of NYSE Group, Inc. in connection with the consummation on April 4, (1) 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.
- 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 3, 2008, 2009, and 2010, subject to the Reporting Person's continued employment with the Issuer.
- Options vest and become exercisable in three equal installments on each of February 3, 2008, 2009, and 2010, subject to the Reporting Person's continued employment with the Issuer.

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#### **Remarks:**

Exhibit 24.1, Power of Attorney, is attached.

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.

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