

McDonald James S  
 Form 4  
 April 30, 2007

**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 \*  
 McDonald James S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O NYSE EURONEXT, 11 WALL STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

NEW YORK, NY 10005

(City) (State) (Zip)

**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 Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount	(D)	Price

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative	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
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units <sup>(1)</sup>	<u>(2)</u>	04/04/2007	A		697		<u>(2)</u>	<u>(2)</u>	Common Stock, par value \$0.01 per share	697	\$ 0
Restricted Stock Units <sup>(3)</sup>	<u>(2)</u>	04/27/2007 <sup>(4)</sup>	A		888		<u>(2)</u>	<u>(2)</u>	Common Stock, par value \$0.01 per share	888	\$ 0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McDonald James S C/O NYSE EURONEXT 11 WALL STREET NEW YORK, NY 10005	X			

## Signatures

/s/ C. M. Courtney under POA dated April 5, 2007 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, 2006, 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.
  - (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.

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