

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 Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Tutwiler Margaret D | | (Month/Day/Year) | NYSE Euronext, Inc. [NYX] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 04/03/2007 | | |
| C/O NYSE EURONEXT,Â 11 WALL STREET | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Management Committee Member | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |
| NEW YORK,Â NYÂ 10005 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

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

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)

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

(Instr. 5)

| | | | | |
|---|-------------------------------|---|---|----------------|
| Restricted Stock Units ⁽¹⁾ $\hat{\wedge}$ ⁽²⁾ | $\hat{\wedge}$ ⁽²⁾ | Common Stock, par value 12,239 \$ ⁽²⁾ | D | $\hat{\wedge}$ |
| | | \$0.01 per share | | |
| Restricted Stock Units ⁽¹⁾ $\hat{\wedge}$ ⁽³⁾ | $\hat{\wedge}$ ⁽³⁾ | Common Stock, par value 3,580 \$ ⁽³⁾ | D | $\hat{\wedge}$ |
| | | \$0.01 per share | | |
| Employee Stock Options ⁽¹⁾ $\hat{\wedge}$ ⁽⁴⁾ | 02/02/2017 | Common Stock, par value 3,575 \$ 99.5 | D | $\hat{\wedge}$ |
| | | \$0.01 per share | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|----------------|----------------|--|----------------|
| | Director | 10% Owner | Officer | Other |
| Tutwiler Margaret D C/O NYSE EURONEXT 11 WALL STREET NEW YORK, NY 10005 | $\hat{\wedge}$ | $\hat{\wedge}$ | $\hat{\wedge}$ Management Committee Member | $\hat{\wedge}$ |

Signatures

/s/ C. M. Courtney under POA dated March 27,
2007

04/03/2007

**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).

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.

(1) Each vested RSU represents the right to receive one share of the Issuer's Common Stock on March 8, 2009. Two-thirds are fully vested and the remaining one-third will vest on March 8, 2008, subject to the Reporting Person's continued employment with the Issuer.

(2) 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.

(3) 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.

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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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