

NYSE Euronext
Form 4
November 13, 2013

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CARTER MARSHALL N

(Last) (First) (Middle)

C/O NYSE EURONEXT, 11 WALL
STREET

(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)

11/13/2013

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	11/13/2013		D		52,225	D	\$ 0 (1) 0

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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(2) (3)	11/13/2013		D	27,634	(2)(3) (2)(3)	Common Stock, par value \$0.01 per share	27,634

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CARTER MARSHALL N C/O NYSE EURONEXT 11 WALL STREET NEW YORK, NY 10005	X Deputy Chrmn of the Board

Signatures

/s/ Janet L. McGinness under POA dated April 5, 2007 11/13/2013

__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) As of the effective time (the "Effective Time") of the transactions contemplated by the Amended and Restated Agreement and Plan of Merger by and among the Issuer, IntercontinentalExchange, Inc., IntercontinentalExchange Group, Inc. ("ICE Group"), Braves Merger Sub, Inc. and Baseball Merger Sub, LLC, dated as of March 19, 2013 (the "Merger Agreement"), pursuant to the terms of the Merger Agreement and an election by the reporting person, each share of the Issuer's common stock held by the reporting person was converted into the right to receive a combination of shares of ICE Group common stock and cash in amounts determined pursuant to the Merger Agreement.

(2) Restricted Stock Units ("RSUs") awarded under the NYSE Euronext Omnibus Plan. As of the grant date, each RSU represented 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) As of the Effective Time, pursuant to the terms of the Merger Agreement, each RSU award held by the reporting person (each of which was vested) was converted into a vested award of substantially equivalent RSUs denominated in ICE Group common stock, with the number of shares of ICE Group common stock determined pursuant to the Merger Agreement.

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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