

NYSE Euronext
Form 4
November 14, 2013

FORM 4

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

OMB APPROVAL

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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 *
Niederauer Duncan L

(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)

Chief Executive Officer

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, par value \$0.01 per share | 11/13/2013 | | D | 343,883 | D \$ 0 (1) 0 | D | |

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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---------|---|-----------------------|--|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | <u>(2)</u> <u>(5)</u> | 11/13/2013 | | D | | | 23,450 | <u>(2)</u> <u>(5)</u> | <u>(2)</u> <u>(5)</u> | Common Stock, par value \$0.01 per share | 23,450 |
| Restricted Stock Units | <u>(4)</u> <u>(5)</u> | 11/13/2013 | | D | | | 63,349 | <u>(4)</u> <u>(5)</u> | <u>(4)</u> <u>(5)</u> | Common Stock, par value \$0.01 per share | 63,349 |
| Restricted Stock Units | <u>(5)</u> <u>(6)</u> | 11/13/2013 | | D | | | 47,558 | <u>(5)</u> <u>(6)</u> | <u>(5)</u> <u>(6)</u> | Common Stock, par value \$0.01 per share | 47,558 |
| Restricted Stock Units | <u>(5)</u> <u>(7)</u> | 11/13/2013 | | D | | | 68,128 | <u>(5)</u> <u>(7)</u> | <u>(5)</u> <u>(7)</u> | Common Stock, par value \$0.01 per share | 68,128 |
| Restricted Stock Units | <u>(5)</u> <u>(8)</u> | 11/13/2013 | | D | | | 103,663 | <u>(5)</u> <u>(8)</u> | <u>(5)</u> <u>(8)</u> | Common Stock, par value \$0.01 per share | 103,663 |
| Restricted Stock Units | <u>(5)</u> <u>(9)</u> | 11/13/2013 | | D | | | 42,589 | <u>(5)</u> <u>(9)</u> | <u>(5)</u> <u>(9)</u> | Common Stock, par value \$0.01 per share | 42,589 |
| Restricted Stock Units | \$ 0 <u>(3)</u> <u>(5)</u> | 11/13/2013 | | <u>D</u> <u>(3)</u> <u>(5)</u> | | | 281,145 | <u>(3)</u> <u>(5)</u> | <u>(3)</u> <u>(5)</u> | Common Stock, par value \$0.01 per share | 281,145 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Niederauer Duncan L C/O NYSE EURONEXT 11 WALL STREET NEW YORK, NY 10005 | X | | Chief Executive Officer | |

Signatures

/s/ Janet L. McGinness under POA dated March 19,
2007

11/14/2013

**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, 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) As of the grant date, (a) each restricted stock unit ("RSU") represented the right to receive one share of the Issuer's common stock and (b) RSUs were scheduled to vest and be settled in three equal installments on each of February 8, 2012, 2013 and 2014, subject to the terms of the Issuer's Omnibus Incentive Plan and the applicable award agreement issued thereunder. The amount of the award was determined in part by reference to the closing price of the Issuer's common stock on February 8, 2013.

(3) As of the Effective Time, pursuant to the terms of the Merger Agreement, (a) the performance criteria applicable to the performance stock units ("PSUs") held by the reporting person were deemed attained based on actual attainment of the relative total shareholder return performance condition (as measured as of the Effective Time, in the case of the PSU granted in May 2012, and as of October 31, 2013, in the case of the PSU granted in February 2013) and (b) the portion of each PSU award for which the performance condition was deemed attained was converted into an award of substantially equivalent service-vesting RSUs denominated in shares of ICE Group common stock, with the number of shares of ICE Group common stock determined pursuant to the Merger Agreement.

(4) As of the grant date, (a) each RSU represented the right to receive one share of the Issuer's common stock and (b) RSUs were scheduled to vest and be settled in three equal installments on each of February 11, 2013, 2014 and 2015, subject to the terms of the Issuer's Omnibus Incentive Plan and the applicable award agreement issued thereunder. The amount of the award was determined in part by reference to the closing price of the Issuer's common stock on February 8, 2013.

(5) As of the Effective Time, pursuant to the terms of the Merger Agreement, (a) each RSU award held by the reporting person (other than the LTIP RSUs granted in February 2013) fully vested and (b) each RSU award (and, as described in footnote 3, each PSU award) was converted into an 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.

(6) As of the grant date, (a) each RSU represented the right to receive one share of the Issuer's common stock and (b) RSUs were scheduled to vest and be settled in three equal installments on each of February 6, 2014, 2015 and 2016, subject to the terms of the Issuer's Omnibus Incentive Plan and the applicable award agreement issued thereunder. The amount of the award was determined in part by reference to the closing price of the Issuer's common stock on February 5, 2013.

(7) As of the grant date, (a) each RSU represented the right to receive one share of the Issuer's common stock and (b) RSUs were scheduled to vest and be settled on February 8, 2014, subject to the reporting person's continued employment with the Issuer. The amount of the award was determined in part by reference to the closing price of the Issuer's common stock on February 7, 2011.

(8) As of the grant date, (a) each RSU represented the right to receive one share of the Issuer's common stock and (b) RSUs were scheduled to vest and be settled on February 11, 2015, subject to the reporting person's continued employment with the Issuer. The amount of the award was determined in part by reference to the closing price of the Issuer's common stock on February 10, 2012.

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- (9) As of the grant date, (a) each RSU represented the right to receive one share of the Issuer's common stock and (b) RSUs were scheduled to vest and be settled on February 6, 2016, subject to the terms of the Issuer's Omnibus Incentive Plan and the applicable award agreement issued thereunder. The amount of the award was determined in part by reference to the closing price of the Issuer's common stock on February 5, 2013.

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.