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ARCHIPEL Form 4 October 04,	AGO HOLDINC 2005	JS INC											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION										OMB APPROVAL			
	S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					DN	OMB Number:	3235	-0287				
Check th if no long subject to Section 1 Form 4 c	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						F	Expires: January 31 2009 Estimated average burden hours per response 0.5					
Form 5 obligatio may cont See Instr 1(b).	Filed pu ^{ns} Section 17	(a) of the l	Public U		ding Cor	npany A	Act of 1	Act of 1934 935 or Sect		response		0.0	
(Print or Type I	Responses)												
1. Name and A Passarella N	2. Issuer Name and Ticker or Trading Symbol ARCHIPELAGO HOLDINGS INC [AX]				Ι	5. Relationship of Reporting Person(s) to Issuer							
					NC	(Check all applicable)							
	I WACKER DR 0, C/O ARCHIP			of Earliest T Day/Year) 2005	ransaction		-	_X Director Officer (gi pelow)	ive ti		% Owner ler (specify	,	
				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
CHICAGO,	IL 60606						Ē	Form filed by Person	y Mo	re than One R	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Securitie	es Acqui	ired, Disposed	l of,	or Beneficia	lly Owne	d	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date any (Month/Day/Year)			Date, if	Date, if TransactionAcquired (A) or Code Disposed of (D) H (/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) (A) (A) (A) (A) (A) (A) (A) (A) (A) (A)			Sec Ber Ow Fol Rep Tra	SecuritiesForBeneficially(DOwned(D)		Ownership rm: Direct) or Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	al 1ip	
				Code V		(D) Pri	rice						
Reminder: Rep	oort on a separate lin	e for each cl	lass of sec	urities benef	ficially ow	ned direct	tly or inc	lirectly.					

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transacti Code (Instr. 8)	5. Number on of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	f Expiration Date Verivative (Month/Day/Year) ecurities acquired A) or bisposed f (D) instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Deriva Securit (Instr. :
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1) (2)	\$ 0	09/30/2005	09/30/2005	А	471 (<u>3)</u>	(4)	(4)	Common Stock	<u>(2)</u>	\$ C

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Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Passarella Michael J 100 SOUTH WACKER DRIVE, SUITE 1800 C/O ARCHIPELAGO HOLDINGS, INC. CHICAGO, IL 60606	Х							
Signatures								
Cynthia A. Lance under power of attorney of M Passarella	lichael J.		10/0	4/2005				

******Signature of Reporting Person

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) Granted under the Archipelago Holdings, Inc. 2004 Stock Incentive Plan.
- (2) Each RSU represents a right to receive one share of the Issuer's Common Stock (or cash equal to the fair market value thereof) upon the director's resignation or other termination of service from the Company's Board of Directors.
- The number of RSUs awarded to the Reporting Person represent the dollar value of the Reporting Person's quarterly RSU compensation(3) for service as a director of the Company, divided by \$39.85 (the closing price of the issuer's common stock on the Arca Exchange on September 30, 2005).
- (4) The RSU granted to the Reporting Person are fully vested on the date of grant with the underlying shares (or cash equal to the fair market value thereof) to be delivered upon the Reporting Person's resignation or other termination from the Company's board of directors.

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.

Date