

Niederauer Duncan L  
Form 4  
February 12, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Niederauer Duncan L

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)

C/O NYSE EURONEXT, 11 WALL STREET

3. Date of Earliest Transaction (Month/Day/Year)  
02/08/2013

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

Chief Executive Officer

(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 Ownership (Instr. 4) |         |   |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|---|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |         |   |
| Common Stock, par value \$0.01 per share | 02/08/2013                           |  | C <sup>(1)</sup>               |   | 23,450  | A  | \$ 0                              | 302,059 | D |
| Common Stock, par value \$0.01 per share | 02/10/2013                           |  | C <sup>(1)</sup>               |   | 29,951  | A  | \$ 0                              | 323,361 | D |
| Common Stock, par value \$0.01 per share | 02/10/2013                           |  | C <sup>(1)</sup>               |   | 63,425  | A  | \$ 0                              | 386,786 | D |

Edgar Filing: Niederauer Duncan L - Form 4

|  |            |                         |        |   |                                   |         |   |
|--|------------|-------------------------|--------|---|-----------------------------------|---------|---|
| Common Stock, par value \$0.01 per share | 02/11/2013 | <u>C</u> <sup>(1)</sup> | 31,675 | A | \$ 0                              | 354,583 | D |
| Common Stock, par value \$0.01 per share | 02/08/2013 | F                       | 8,649  | D | \$<br><u>36.14</u> <sup>(2)</sup> | 293,410 | D |
| Common Stock, par value \$0.01 per share | 02/10/2013 | F                       | 47,543 | D | \$<br><u>36.24</u> <sup>(2)</sup> | 339,243 | D |
| Common Stock, par value \$0.01 per share | 02/11/2013 | F                       | 16,335 | D | \$<br><u>36.24</u> <sup>(2)</sup> | 322,908 | D |

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

**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.**

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 (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                     | <u>(3)</u>   | 02/08/2013                           |  | C                              | 23,450  | <u>(3)</u> <u>(3)</u>                                    | Common Stock, par value \$0.01 per share                      | 23,450                        |
| Restricted Stock Units                     | <u>(4)</u>   | 02/10/2013                           |  | C                              | 29,951  | <u>(4)</u> <u>(4)</u>                                    | Common Stock, par value \$0.01 per share                      | 29,951                        |
|  | <u>(5)</u>   | 02/10/2013                           |  | C                              | 63,425  | <u>(5)</u> <u>(5)</u>                                    |   | 63,425                        |

|                              |     |            |  |   |        |     |     |   |
|------------------------------|-----|------------|--|---|--------|-----|-----|---|
| Restricted<br>Stock<br>Units |     |            |  |   |        |     |     | Common<br>Stock, par<br>value<br>\$0.01 per<br>share        |
| Restricted<br>Stock<br>Units | (6) | 02/11/2013 |  | C | 31,675 | (6) | (6) | Common<br>Stock, par<br>value<br>\$0.01 per<br>share 31,675 |

## Reporting Owners

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

## Signatures

/s/ Janet L. McGinness under POA dated March 19, 2007 02/12/2013

\*\*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) Represents the settlement of Restricted Stock Units.
  - (2) Represents the closing price of the Common Stock on the trading day immediately before the date of delivery of the securities.  
Each restricted stock unit ("RSU") represents the right to receive one share of the Issuer's common stock. RSUs vest and are 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 7, 2013.
  - (3) Each restricted stock unit ("RSU") represents the right to receive one share of the Issuer's common stock. RSUs vest and are settled in three equal installments on each of February 10, 2011, 2012 and 2013, 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.
  - (4) Each restricted stock unit ("RSU") represents the right to receive one share of the Issuer's common stock. RSUs vest and are settled on each of February 10, 2013, 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) Each restricted stock unit ("RSU") represents the right to receive one share of the Issuer's common stock. RSUs vest and are 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.
  - (6)

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.