

NYSE Euronext
Form 4
February 14, 2012

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 *
GELTZEILER MICHAEL S

(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)
02/10/2012

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)

Group EVP & CFO

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	02/10/2012		C ⁽¹⁾		57,577	A	\$ 0
Common Stock, par value \$0.01 per share	02/10/2012		C ⁽¹⁾		5,758	A	\$ 0
Common Stock, par value \$0.01 per share	02/10/2012		C ⁽¹⁾		6,342	A	\$ 0

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Common Stock, par value \$0.01 per share	02/10/2012	F	29,035	D	\$ 27.69	79,198	D
					<u>(2)</u>		

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

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(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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Units	<u>(3)</u>	02/10/2012		<u>C(1)</u>	57,577	<u>(3)</u> <u>(3)</u>	Common Stock, par value \$0.01 per share	57,577
Restricted Stock Units	<u>(4)</u>	02/10/2012		<u>C(1)</u>	5,758	<u>(4)</u> <u>(4)</u>	Common Stock, par value \$0.01 per share	5,758
Restricted Stock Units	<u>(5)</u>	02/10/2012		<u>C(1)</u>	6,342	<u>(5)</u> <u>(5)</u>	Common Stock, par value \$0.01 per share	6,342

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GELTZEILER MICHAEL S
C/O NYSE EURONEXT

Group EVP & CFO

11 WALL STREET
NEW YORK, NY 10005

Signatures

/s/ Janet L. McGinness under POA dated May 24,
2008

02/14/2012

__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 conversion of Restricted Stock Units into an equal number of shares of Common Stock.
- (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 shares are
(3) delivered on February 10, 2012, 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 9, 2009.

Each restricted stock unit ("RSU") represents the right to receive one share of the Issuer's common stock. RSUs vest and shares are
(4) delivered in three equal installments on each of February 10, 2010, 2011 and 2012, 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 9, 2009.

Each restricted stock unit ("RSU") represents the right to receive one share of the Issuer's common stock. RSUs vest and shares are
(5) delivered in three equal installments on each of February 10, 2011, 2012 and 2013, 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 9, 2010.

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.