

ARCHIPELAGO HOLDINGS INC
Form 4
March 08, 2006

FORM 4

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

OMB APPROVAL

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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 *
Chai Nelson

2. Issuer Name and Ticker or Trading Symbol
ARCHIPELAGO HOLDINGS INC
[AX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2006

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

100 SOUTH WACKER DRIVE,
SUITE 1800, C/O ARCHIPELAGO
HOLDINGS, INC.

(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

CHICAGO, IL 60606

(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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Amount (D) Price | | |
| Common Stock | 03/07/2006 | | D | 32,035 D | (\$ 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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 |
| Employee Stock Options (right to buy) | \$ 19.3 | 03/07/2006 | | D | 25,648 | (2)(3) 03/16/2015 | | Common Stock | 25,648 |
| Employee Stock Options (right to buy) | \$ 11.5 | 03/07/2006 | | D | 70,000 | (2)(4) 08/11/2014 | | Common Stock | 70,000 |
| Employee Stock Options (right to buy) | \$ 20.25 | 03/07/2006 | | D | 72,222 | (2)(5) 08/22/2010 | | Common Stock | 72,222 |
| Employee Stock Options (right to buy) | \$ 4.91 | 03/07/2006 | | D | 22,222 | (2)(5) 08/11/2013 | | Common Stock | 22,222 |
| Employee Stock Options (right to buy) | \$ 6.26 | 03/07/2006 | | D | 22,222 | (2)(5) 08/11/2013 | | Common Stock | 22,222 |
| Employee Stock Options (right to buy) | \$ 13.41 | 03/07/2006 | | D | 77,778 | (2)(6) 11/18/2013 | | Comon Stock | 77,778 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Chai Nelson
100 SOUTH WACKER DRIVE, SUITE 1800
C/O ARCHIPELAGO HOLDINGS, INC.
CHICAGO, IL 60606

NA

Signatures

by Cynthia A. Lance under power of attorney for Nelson J.
Chai

03/08/2006

__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) Disposed of pursuant to the Issuer's merger with the New York Stock Exchange, Inc. in exchange for an equal number of shares of common stock of NYSE Group, Inc., par value \$0.01 per share. On the effective date of the merger, the closing price of the Issuer's common stock was \$64.25 per share. The shares of the NYSE Group, Inc. common stock commenced trading on March 8, 2006, the day following the effective date of the merger, at \$67.00 per share.
- (2) Converted in the merger into an equivalent option to acquire an equal number of shares of common stock of NYSE Group, Inc., par value \$0.01 per share at the same exercise price.
- (3) These options were scheduled to vest in four equal annual installments over a four year period from the date of grant, March 16, 2005. Immediately prior to the closing of the merger, 75% of the unvested portion of this award accelerated vesting.
- (4) These options were scheduled to vest in four equal annual installments over a four year period from the date of grant, August 11, 2004. Immediately prior to the closing of the merger, 75% of the unvested portion of this award accelerated vesting.
- (5) These options were fully vested.
- (6) These options were scheduled to vest in four equal annual installments over a four year period from the date of grant, November 18, 2003. Immediately prior to the closing of the merger, 75% of the unvested portion of this award accelerated vesting.

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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