

ARCHIPELAGO HOLDINGS INC  
Form 4  
October 04, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 \*  
Cormack Michael

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)  
09/30/2005

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

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)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |

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)**

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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) | 8. Pr Deriv Secur (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                              | Amount or Number of Shares |
| Restricted Stock Units <sup>(1)</sup> <sub>(2)</sub> | \$ 0   | 09/30/2005                           | 09/30/2005   | A                              | 2,071 <sub>(3)</sub>  | <u>(4)</u>   | <u>(4)</u>  | Common Stock                       | <u>(2)</u>                 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |           |
|--|---------------|-----------|---------|-----------|
|  | Director      | 10% Owner | Officer | Other     |
| Cormack Michael<br>100 SOUTH WACKER DRIVE, SUITE 1800<br>C/O ARCHIPELAGO HOLDINGS, INC.<br>CHICAGO, IL 60606 |               |           |         | President |

## Signatures

by Cynthia A. Lance under Power of Attorney for Michael Cormack 10/04/2005

\_\_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) Granted under the Archipelago Holdings, Inc. 2004 Stock Incentive Plan.

(2) Each RSU represents the right to receive on share of the Issuer's common stock upon vesting.

The number of RSUs awarded to the Reporting Person was determined by dividing the sum of the total dollar value of compensation granted to the Reporting Person by \$ 39.85 (the closing price of the issuer's common stock on the Arca Exchange on September 30, 2005) and rounding to the next whole number.

(4) The RSUs are service-based and will vest on in four installments, each occurring on the anniversary of the date of grant (beginning on the first anniversary), in the amount of 10%, 20%, 30% and 40% respectively, subject to the Reporting Person's continued employment with the Company. Generally, unvested units will be cancelled upon the Reporting Person's resignation from or other termination of employment with the Company.

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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