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ARCHIPELAGO HOLDINGS INC Form 4 November 03, 2005 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Breeden Richard C Issuer Symbol ARCHIPELAGO HOLDINGS INC (Check all applicable) [AX] (Last) (First) (Middle) 3. Date of Earliest Transaction X_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) 100 SOUTH WACKER DRIVE. 11/01/2005 SUITE 1800, C/O ARCHIPELAGO HOLDINGS, INC. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CHICAGO, IL 60606 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial anv (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 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)	Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derivat Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit (1) (2)	\$ 0	11/01/2005	11/01/2005	А	824 (<u>3)</u>	(4)	(4)	Common Stock	<u>(2)</u>	\$ C

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Reporting Owners

Reporting Owner Name / Address	Relationships					
F	Director	10% Owner	Officer	Other		
Breeden Richard C 100 SOUTH WACKER DRIVE, SUITE 1800 C/O ARCHIPELAGO HOLDINGS, INC. CHICAGO, IL 60606	Х					
Signatures						
Cynthia A. Lance under power of attorney of R Breeden	ichard C.		11/03	/2005		

**Signature of Reporting Person

Explanation of Responses:

*	If the form is filed by more than one reporting person, <i>see</i> Instruction 4(b)(v).			
**	Intentional misstatements or omissions of facts constitute Federal Criminal Violations. <i>See</i> 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).			
(1)	Granted under the Archipelago Holdings, Inc. 2004 Stock Incentive Plan. This award was issued on November 1, 2005 in order to facilitate the calculation of the Company's outstanding securities on a fully diluted basis in connection with the registration statement on Form S-4 containing a preliminary joint proxy statement/prospectus for the definitive merger agreement by and between the Company and the New York Stock Exchange, Inc, as amended.			
(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.			
(3)	The number of RSUs awarded to the Reporting Person represent: (i) the dollar value of the Reporting Person's quarterly RSU compensation for service as a director of the Company, divided by \$47.80 (the closing price of the issuer's common stock on November 1, 2005); and (ii) 110% of the dollar value of the Reporting Person's quarterly cash compensation for service as a director of the Company, divided by \$47.80.			
(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.			

Date

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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