ARCHIPELAGO HOLDINGS INC
Form 4
March 08, 2006

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Haller Tom

(Last) (First) (Middle)

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

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

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

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

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive Managing Director

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	03/07/2006		D		1,000	D	(1)	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)

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			20,726	(2)(3)	03/16/2015	Common Stock	20,726
Employee Stock Options (right to buy)	$ 4.91	03/07/2006		D			5,556	(2)(4)	01/18/2013	Common Stock	5,556
Employee Stock Options (right to buy)	$ 6.26	03/07/2006		D			5,555	(2)(4)	01/18/2013	Common Stock	5,555
Employee Stock Options (right to buy)	$ 13.41	03/07/2006		D			77,778	(2)(5)	11/18/2013	Common Stock	77,778
Restricted Stock Units	$ 0	03/07/2006		D			10,899	(6)(11)	(6)	Common Stock	10,899
Restricted Stock Units	$ 0	03/07/2006		D			3,178	(7)(11)	(7)	Common Stock	3,178
Restricted Stock Units	$ 0	03/07/2006		D			1,447	(8)(11)	(8)	Common Stock	1,447
Restricted Stock Units	$ 0	03/07/2006		D			1,412	(9)(11)	(9)	Common Stock	1,412
Restricted Stock Units	$ 0	03/07/2006		D			5,884	(10)(11)	(10)	Common Stock	5,884

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Haller Tom 100 SOUTH WACKER DRIVE, SUITE 1800 C/O ARCHIPELAGO HOLDINGS, INC. CHICAGO, IL 60606			Executive Managing Director	

Signatures

by Cynthia A. Lance under power of attorney of Tom Haller	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, $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.

(4) These options were fully vested.

(5) These options were scheduled to vest in four equal annual installments over a four year period from the date of grant, November 18, 2003.

(6) Each RSU represents a right to receive one share of the Issuer's Common Stock upon vesting. These options were scheduled to vest in four equal installments over a four year period beginning on February 4, 2006 with any unvested units being cancelled upon the Mr. Haller's resignation from or other termination of employment with the Company.

(7) Each RSU represents a right to receive one share of the Issuer's Common Stock upon vesting.These options were scheduled to vest annualy in four installments begining on March 31, 2006, in the amount of 10%, 20%, 30% and 40% respectively with any unvested units being cancelled upon the Mr. Haller's resignation from or other termination of employment with the Company.

(8) Each RSU represents a right to receive one share of the Issuer's Common Stock upon vesting.These options were scheduled to vest annualy in four installments begining on June 30, 2006, in the amount of 10%, 20%, 30% and 40% respectively with any unvested units being cancelled upon the Mr. Haller's resignation from or other termination of employment with the Company.

(9) Each RSU represents a right to receive one share of the Issuer's Common Stock upon vesting. These options were scheduled to vest annualy in four installments begining on September 30, 2006, in the amount of 10%, 20%, 30% and 40% respectively with any unvested units being cancelled upon the Mr. Haller's resignation from or other termination of employment with the Company.

(10) Each RSU represents a right to receive one share of the Issuer's Common Stock upon vesting.These options were scheduled to vest annualy in four installments begining on November 1, 2006, in the amount of 10%, 20%, 30% and 40% respectively with any unvested units being cancelled upon the Mr. Haller's resignation from or other termination of employment with the Company.

(11) Converted in the merger into an equivalent award to acquire an equal number of shares of common stock of NYSE Group, Inc., par value $0.01 per share.

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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