

ARCHIPELAGO HOLDINGS INC

Form 4

November 03, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
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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 \*  
Putnam Gerald D

(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  
SymbolARCHIPELAGO HOLDINGS INC  
[AX]3. Date of Earliest Transaction  
(Month/Day/Year)

11/01/2005

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) Chairman & CEO6. 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)
				(A) or (D)			
			Code	V	Amount		Price

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. F Der Sec (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units <sup>(1)</sup> <sup>(2)</sup>	\$ 0	11/01/2005	11/01/2005	A		29,420 <u>(3)</u>		<u>(4)</u>	<u>(4)</u>	Common Stock	<u>(2)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Putnam Gerald D 100 SOUTH WACKER DRIVE, SUITE 1800 C/O ARCHIPELAGO HOLDINGS, INC. CHICAGO, IL 60606	X		Chairman & CEO	

## Signatures

Cynthia A. Lance under power of attorney of Gerald D.  
Putnam

11/03/2005

                     \*\*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. 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 the right to receive one share of the Issuer's Common Stock upon vesting.

(3) The number of RSUs awarded to the Reporting Person was determined by dividing the total dollar value granted to the Reporting Person as RSU compensation by \$47.80 (the closing price of the of the Issuer's Common Stock on November 1, 2005).

(4) The RSUs are service-based and will vest on in four installments with the first installment beginning on January 1, 2007, the second on January 1, 2008, the third on January 1, 2009 and the final installment occurring on January 1, 2010. The award will vest 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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