## Edgar Filing: ARCHIPELAGO HOLDINGS INC - Form 4

ARCHIPEL Form 4 October 04,	AGO HOLDINC 2005	<b>JS INC</b>									
							-	OMB APPROVAL			
Check this box if no longer subject to Section 16. Form 4 or				SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					OMB Number:	3235-0287	
				CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES ection 16(a) of the Securities Exchange Act of 1934,						Expires: January 31, 2005 Estimated average burden hours per response 0.5	
obligatio may con <i>See</i> Instr 1(b).	tinue. Section 17	(a) of the l	Public U		ding Cor	npany A	Act of 1935		on		
(Print or Type	Responses)										
				2. Issuer Name <b>and</b> Ticker or Trading Symbol ARCHIPELAGO HOLDINGS INC				5. Relationship of Reporting Person(s) to Issuer			
			[AX]				ic	(Check all applicable)			
	H WACKER DR 0, C/O ARCHIPI			of Earliest Tr Day/Year) 2005	ransaction		X below	_ Director _ Officer (give )		% Owner her (specify	
				If Amendment, Date Original				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CHICAGO	, IL 60606							orm filed by	More than One R		
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Securitie	s Acquired,	Disposed of	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	3. Transaction Code (Instr. 8)	Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	5. Amou Securitio Benefici Owned Followin Reporter Transact (Instr. 3	es ially ng d tion(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Re	port on a separate lin	e for each cl	ass of sec	Code V		(D) Pri	ice				
Remnuer. Rej	port on a separate fin			undes bellet	icially 0w	ica uncer	iy of munce	uy.			

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title ( Derivati Security (Instr. 3)	ve Conversion or Exercise			4. Transacti Code (Instr. 8)	Derivative	Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Deriva Securit (Instr. :
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restric Stock Units <u>(</u>	\$ 0	09/30/2005	09/30/2005	А	989 ( <u>3</u> )	(4)	(4)	Common Stock	<u>(2)</u>	\$ C

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
FB	Director	10% Owner	Officer	Other		
SCOTT ROBERT G 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 Scott	obert G.	10/04/2005				

\*\*Signature of Reporting Person

## **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 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.

The number of RSUs awarded to the Reporting Person represent: (i) the dollar value of the Reporting Person's quarterly RSU

- (3) compensation for service as a director of the Company, divided by \$39.85 (the closing price of the issuer's common stock on the Arca Exchange on September 30, 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 \$39.85.
- (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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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Date