

Themelis Nicholas  
 Form 4  
 November 08, 2011

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

OMB APPROVAL

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**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 \*  
 Themelis Nicholas

2. Issuer Name and Ticker or Trading Symbol  
 MARKETAXESS HOLDINGS INC  
 [MKTX]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Chief Information Officer

(Last) (First) (Middle)  
 C/O MARKETAXESS HOLDINGS INC., 299 PARK AVENUE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/04/2011

NEW YORK, NY 10171

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$0.003 per share	11/04/2011		M		36,354 A \$ 11.18	136,701	D
Common Stock, par value \$0.003 per share	11/04/2011		M		40,515 A \$ 12.96	177,216	D
	11/04/2011		S <sup>(1)</sup>		71,908 D	105,308	D

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Common Stock, par value \$0.003 per share						\$ 28.54 <u>(2)</u>		
Common Stock, par value \$0.003 per share	11/04/2011	S <sup>(1)</sup>	4,961	D	\$ 29.4 <u>(3)</u>	100,347	D	
Common Stock, par value \$0.003 per share	11/07/2011	M	5,605	A	\$ 12.96	105,952	D	
Common Stock, par value \$0.003 per share	11/07/2011	S <sup>(1)</sup>	5,605	D	\$ 28.78 <u>(4)</u>	100,347	D	
Common Stock, par value \$0.003 per share	11/07/2011	S	15,596	D	\$ 28.26 <u>(5)</u>	84,751	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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	\$ 11.18	11/04/2011		M	36,354	<u>(6)</u>	01/09/2016	Common Stock	36,354

Option  
(right to  
buy)

Employee  
Stock

Option (right to buy)	\$ 12.96	11/04/2011	M	40,515	(7)	01/12/2017	Common Stock	40,515
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Employee  
Stock

Option (right to buy)	\$ 12.96	11/07/2011	M	5,605	(7)	01/12/2017	Common Stock	5,605
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Themelis Nicholas C/O MARKETAXESS HOLDINGS INC. 299 PARK AVENUE NEW YORK, NY 10171			Chief Information Officer	

## Signatures

/s/ Ori Solomon, as Attorney-in-Fact for Nicholas  
Themelis

11/08/2011

\_\_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) A portion of the proceeds of the sale of these shares was used to satisfy the exercise price and Mr. Themelis's tax withholding obligation upon the exercise of the stock options.

These transactions were executed in multiple trades at prices ranging from \$28.19 to \$29.18. The price reported above reflects the weighted average sales price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.

- (3) These transactions were executed in multiple trades at prices ranging from \$29.23 to \$29.47. The price reported above reflects the weighted average sales price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.

- (4) These transactions were executed in multiple trades at prices ranging from \$28.69 to \$28.86. The price reported above reflects the weighted average sales price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.

- (5) These transactions were executed in multiple trades at prices ranging from \$28.00 to \$28.77. The price reported above reflects the weighted average sales price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.

- (6) The option was granted on January 9, 2006. One third of the shares of common stock underlying the option vested and became exercisable on the first anniversary of the date of grant and the remaining two thirds of the shares of common stock underlying the option vested and became exercisable in twenty four equal monthly installments commencing thirteen months from the date of grant.

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The option for 66,120 shares was granted on January 12, 2007. One third of the shares of common stock underlying the option vested and (7) became exercisable on the first anniversary of the date of grant and the remaining shares of common stock underlying the option vested and became exercisable in twenty four equal monthly installments commencing on the thirteenth month from the date of grant.

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.