

CBOE Holdings, Inc.
 Form 4
 February 22, 2017

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 *
 O'Connell Gerald T

(Last) (First) (Middle)

C/O CBOE HOLDINGS, INC., 400
 SOUTH LASALLE STREET

(Street)

CHICAGO, IL 60605

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 CBOE Holdings, Inc. [CBOE]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/19/2017

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)
 Executive VP and CIO

6. 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 Ownership (Instr. 4)
				Code V	Amount (A) or Price (D)		
Common Stock	02/19/2017		M		2,048 A \$ 80.94	D	
Common Stock	02/19/2017		M		1,829 A \$ 80.94	D	
Common Stock	02/19/2017		M		1,834 A \$ 80.94	D	
Common Stock	02/19/2017		F		637 D \$ 80.94	D	
Common Stock	02/19/2017		F		569 D \$ 80.94	D	

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Common Stock 02/19/2017 F 761 D \$ 80.94 66,663 D

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. 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
Restricted Stock Units	<u>(1)</u>	02/19/2017		M		2,048 02/19/2017 <u>(2)</u>	Common Stock 2,048
Restricted Stock Units	<u>(1)</u>	02/19/2017		M		1,829 02/19/2017 <u>(3)</u>	Common Stock 1,829
Restricted Stock Units	<u>(1)</u>	02/19/2017		M		1,834 02/19/2017 <u>(4)</u>	Common Stock 1,834
Restricted Stock Units	<u>(1)</u>	02/19/2017		A	4,229	<u>(5)</u> <u>(5)</u>	Common Stock 4,229

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
O'Connell Gerald T C/O CBOE HOLDINGS, INC. 400 SOUTH LASALLE STREET CHICAGO, IL 60605	Executive VP and CIO

Signatures

/s/ Patrick Sexton,
attorney-in-fact

02/22/2017

__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) Each restricted stock unit represents a contingent right to receive one share of CBOE Holdings, Inc. common stock.
 - (2) The restricted stock units vest in three equal annual installments, which began on February 19, 2015.
 - (3) The restricted stock units vest in three equal annual installments, which began on February 19, 2016.
 - (4) The restricted stock units vest in three equal annual installments, which began on February 19, 2017.
 - (5) The restricted stock units vest in three equal annual installments beginning on February 19, 2018.

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.