

CRONIN KATHLEEN M
Form 4
December 06, 2005

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

OMB APPROVAL

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Check this box 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 *
CRONIN KATHLEEN M

2. Issuer Name and Ticker or Trading Symbol
CHICAGO MERCANTILE EXCHANGE HOLDINGS INC [CME]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
MD, Gen. Counsel & Corp. Sec.

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/06/2005

20 S. WACKER DRIVE
(Street)

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

CHICAGO, IL 60606
(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock Class A | 12/06/2005 | | M | 1,760 A | \$ 63.01 3,512 | D | |
| Common Stock Class A | 12/06/2005 | | M | 800 A | \$ 74.68 4,312 | D | |
| Common Stock Class A | 12/06/2005 | | M | 640 A | \$ 127 4,952 | D | |
| | 12/06/2005 | | S | 3,200 D | 1,752 | D | |

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Common Stock Class A \$ 366.09

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Stock Options (Right to buy) | \$ 63.01 | 12/06/2005 | | M | 1,760 | 06/06/2005 ⁽¹⁾ | 06/06/2013 | Common Stock Class A | 1,760 |
| Stock Options (Right to buy) | \$ 74.68 | 12/06/2005 | | M | 800 | 08/06/2005 ⁽²⁾ | 08/06/2013 | Common Stock Class A | 800 |
| Stock Options (Right to buy) | \$ 127 | 12/06/2005 | | M | 640 | 06/14/2005 ⁽³⁾ | 06/14/2014 | Common Stock Class A | 640 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CRONIN KATHLEEN M
20 S. WACKER DRIVE
CHICAGO, IL 60606

MD, Gen. Counsel & Corp. Sec.

Signatures

Margaret C. Austin, Attorney
in Fact

12/06/2005

__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).

(2) On August 6, 2005, this option vested with respect to 40% of the granted number of shares covered by the option. An additional 20% of the shares subject to the option will become exercisable on each of three subsequent anniversaries of that date, subject to acceleration or termination in certain circumstances.

(3) On June 14, 2005, this option vested with respect to 20% of the granted number of shares covered by the option. An additional 20% of the shares subject to the option will become exercisable on each of four subsequent anniversaries of that date, subject to acceleration or termination in certain circumstances.

(1) On June 6, 2005, this option vested with respect to 40% of the granted number of shares covered by the option. An additional 20% of the shares subject to the option will become exercisable on each of three subsequent anniversaries of that date, subject to acceleration or termination in certain circumstances.

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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