

CBOE Holdings, Inc.
 Form 4
 February 22, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Moffic-Silver Joanne

(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, GC, & Corp Sec

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)
				(A) or (D)	Price		
Common Stock	02/19/2017		M	V	1,476 A \$ 80.94	68,403	D
Common Stock	02/19/2017		M	V	1,318 A \$ 80.94	69,721	D
Common Stock	02/19/2017		M	V	1,321 A \$ 80.94	71,042	D
Common Stock	02/19/2017		F	V	460 D \$ 80.94	70,582	D
Common Stock	02/19/2017		F	V	410 D \$ 80.94	70,172	D

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Common Stock 02/19/2017 F 411 D \$ 80.94 69,761 D

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

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SEC 1474
(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	02/19/2017		M		1,476	02/19/2017	<u>(2)</u>	Common Stock 1,476
Restricted Stock Units	<u>(1)</u>	02/19/2017		M		1,318	02/19/2017	<u>(3)</u>	Common Stock 1,318
Restricted Stock Units	<u>(1)</u>	02/19/2017		M		1,321	02/19/2017	<u>(4)</u>	Common Stock 1,321
Restricted Stock Units	<u>(1)</u>	02/19/2017		A		3,576	<u>(5)</u>	<u>(5)</u>	Common Stock 3,576
Restricted Stock Units	<u>(1)</u>	02/19/2017		A		6,095	<u>(5)</u>	<u>(5)</u>	Common Stock 6,095

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Moffic-Silver Joanne C/O CBOE HOLDINGS, INC. 400 SOUTH LASALLE STREET			Executive VP, GC, & Corp Sec	

CHICAGO, IL 60605

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.