

MARKETAXESS HOLDINGS INC  
 Form 4  
 February 16, 2006

**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 \*  
 McVey Richard M

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)  
 President and CEO

(Last) (First) (Middle)  
 C/O MARKETAXESS HOLDINGS INC., 140 BROADWAY, 42ND FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
 02/14/2006

(Street)  
 NEW YORK, NY 10005

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
|   |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Common Stock, par value \$0.003 per share | 02/14/2006                           |  | S(1)                           | 10,000  | D   | \$ 12.75   | 1,275,779 D                                |
| Common Stock, par value \$0.003 per share | 02/14/2006                           |  | S(1)                           | 2,200   | D   | \$ 12.77   | 1,273,579 D                                |

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|   |            |                        |        |   |             |           |   |
|---|------------|------------------------|--------|---|-------------|-----------|---|
| Common<br>Stock, par<br>value<br>\$0.003 per<br>share | 02/14/2006 | <u>S<sup>(1)</sup></u> | 8,063  | D | \$<br>12.78 | 1,265,516 | D |
| Common<br>Stock, par<br>value<br>\$0.003 per<br>share | 02/14/2006 | <u>S<sup>(1)</sup></u> | 15,000 | D | \$<br>12.89 | 1,250,516 | D |
| Common<br>Stock, par<br>value<br>\$0.003 per<br>share | 02/14/2006 | <u>S<sup>(1)</sup></u> | 6,000  | D | \$ 12.9     | 1,244,516 | D |
| Common<br>Stock, par<br>value<br>\$0.003 per<br>share | 02/14/2006 | <u>S<sup>(1)</sup></u> | 10,000 | D | \$<br>12.93 | 1,234,516 | D |
| Common<br>Stock, par<br>value<br>\$0.003 per<br>share | 02/14/2006 | <u>S<sup>(1)</sup></u> | 7,000  | D | \$<br>12.94 | 1,227,516 | D |
| Common<br>Stock, par<br>value<br>\$0.003 per<br>share | 02/14/2006 | <u>S<sup>(1)</sup></u> | 6,500  | D | \$<br>13.02 | 1,221,016 | D |
| Common<br>Stock, par<br>value<br>\$0.003 per<br>share | 02/14/2006 | <u>S<sup>(1)</sup></u> | 4,000  | D | \$<br>13.02 | 1,217,016 | D |
| Common<br>Stock, par<br>value<br>\$0.003 per<br>share | 02/14/2006 | <u>S<sup>(1)</sup></u> | 5,500  | D | \$<br>13.04 | 1,211,516 | D |
| Common<br>Stock, par<br>value<br>\$0.003 per<br>share | 02/15/2006 | <u>S<sup>(1)</sup></u> | 21,300 | D | \$<br>12.75 | 1,190,216 | D |
|   | 02/15/2006 | <u>S<sup>(1)</sup></u> | 3,900  | D |             | 1,186,316 | D |

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|   |            |                  |       |   |  |             |           |   |                         |
|---|------------|------------------|-------|---|--|-------------|-----------|---|-------------------------|
| Common<br>Stock, par<br>value<br>\$0.003 per<br>share |            |                  |       |   |  | \$<br>12.76 |           |   |                         |
| Common<br>Stock, par<br>value<br>\$0.003 per<br>share | 02/15/2006 | S <sup>(1)</sup> | 4,500 | D |  | \$<br>12.77 | 1,181,816 | D |                         |
| Common<br>Stock, par<br>value<br>\$0.003 per<br>share | 02/15/2006 | S <sup>(1)</sup> | 4,100 | D |  | \$<br>12.81 | 1,177,716 | D |                         |
| Common<br>Stock, par<br>value<br>\$0.003 per<br>share | 02/15/2006 | S <sup>(1)</sup> | 3,000 | D |  | \$<br>12.83 | 1,174,716 | D |                         |
| Common<br>Stock, par<br>value<br>\$0.003 per<br>share |            |                  |       |   |  |             | 525,154   | I | By Trusts<br><u>(2)</u> |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |       |                              |
|---|--|---|---|--------------------------------------|--|--|---|---|---|-------|------------------------------|
|   |  |   |   | Code                                 | V  | (A)  | (D)   | Date<br>Exercisable                                 | Expiration<br>Date  | Title | Amount<br>or<br>Number<br>of |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| McVey Richard M<br>C/O MARKETAXESS HOLDINGS INC.<br>140 BROADWAY, 42ND FLOOR<br>NEW YORK, NY 10005 | X             | X         | President and CEO |       |

## Signatures

/s/ Ori Solomon, as Attorney-in-Fact for Richard M.  
McVey

02/16/2006

\_\_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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 13, 2005.
- (2) Represents shares held by trusts for the benefit of Mr. McVey and his family members.

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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