

Themelis Nicholas
Form 4
January 20, 2010

FORM 4

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

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

OMB APPROVAL

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

(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)

(Last) (First) (Middle)

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

01/15/2010

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Chief Information Officer

C/O MARKETAXESS HOLDINGS
INC., 140 BROADWAY, 42ND
FLOOR

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ Form filed by One Reporting Person

____ Form filed by More than One Reporting
Person

NEW YORK, NY 10005

(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)
Common Stock, par value \$0.003 per share	01/15/2010		A	24,424 A <u>(1)</u>	141,221	D	
Common Stock, par value \$0.003 per share	01/15/2010		A	30,778 A <u>(2)</u>	171,999	D	

Edgar Filing: Themelis Nicholas - Form 4

Common
Stock, par
value 01/15/2010 F 9,105 D \$ 14.29 162,894 D
(3)
\$0.003 per
share

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Themelis Nicholas C/O MARKETAXESS HOLDINGS INC. 140 BROADWAY, 42ND FLOOR NEW YORK, NY 10005	Chief Information Officer

Signatures

/s/ Ori Solomon, as Attorney-in-Fact for Nicholas
Themelis 01/20/2010

**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)

Edgar Filing: Themelis Nicholas - Form 4

Settlement of performance shares granted January 22, 2009 pursuant to the Company's 2004 Stock Incentive Plan (Amended and Restated Effective April 28, 2006) (the "2004 Plan"), which were settled based on the achievement by the Company of adjusted pre-tax operating income targets during the performance period and are payable in shares of restricted stock. The shares of restricted stock will vest in two equal annual installments on each of the second and third anniversaries of the grant date of the performance share award.

- (2) Represents a grant of restricted stock pursuant to the 2004 Plan. The shares of restricted stock will vest in three equal annual installments, beginning on the first anniversary of the date of grant.
- (3) Represents the surrender of shares to the Company to satisfy Mr. Themelis' tax withholding obligation upon the vesting of shares of restricted stock previously granted to Mr. Themelis.

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.