

Burkhardt Roger
 Form 4
 November 09, 2011

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Burkhardt Roger

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)
 11/07/2011

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

C/O MARKETAXESS HOLDINGS INC., 299 PARK AVENUE

(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

NEW YORK, NY 10171

(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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock, par value \$0.003 per share | 11/07/2011 | | M | | 2,500 A \$ 16.99 | 23,196 | D |
| Common Stock, par value \$0.003 per share | 11/07/2011 | | M | | 1,500 A \$ 9.72 | 24,696 | D |
| | 11/07/2011 | | S ⁽¹⁾ | | 4,000 D \$ 28.5 | 20,696 | D |

Edgar Filing: Burkhardt Roger - Form 4

Common Stock, par value \$0.003 per share

Common Stock, par value \$0.003 per share

11/08/2011 M 2,725 A \$ 9.72 23,421 D

Common Stock, par value \$0.003 per share

11/08/2011 M 3,187 A \$ 10.77 26,608 D

Common Stock, par value \$0.003 per share

11/08/2011 S⁽¹⁾ 5,912 D \$ 29.56 (2) 20,696 D

Common Stock, par value \$0.003 per share

4,000 I By Spouse

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | \$ 16.99 | 11/07/2011 | | M | 2,500 | <u>(3)</u> 08/03/2017 | Title Amount or Number of Shares 2,500 |

Edgar Filing: Burkhardt Roger - Form 4

| | | | | | | | | | |
|---|----------|------------|--|---|-------|-----|------------|-----------------|------|
| Employee Stock Option (right to buy) | | | | | | | | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 9.72 | 11/07/2011 | | M | 1,500 | (4) | 08/01/2018 | Common Stock | 1,50 |
| Non-Qualified Stock Option (right to buy) | \$ 9.72 | 11/08/2011 | | M | 2,725 | (4) | 08/01/2018 | Common Stock | 2,72 |
| Employee Stock Option (right to buy) | \$ 10.77 | 11/08/2011 | | M | 3,187 | (5) | 07/30/2019 | Common Stock | 3,18 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

| | |
|---|---|
| Burkhardt Roger C/O MARKETAXESS HOLDINGS INC. 299 PARK AVENUE NEW YORK, NY 10171 | X |
|---|---|

Signatures

| | |
|---|------------|
| /s/ Ori Solomon, as Attorney-in-Fact for Roger Burkhardt | 11/09/2011 |
| **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) A portion of the proceeds of the sale of these shares was used to satisfy the exercise price.
These transactions were executed in multiple trades at prices ranging from \$29.50 to \$29.67. The price reported above reflects the
- (2) weighted average sales price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.
- (3) The option was granted on August 3, 2007. The option vested and became exercisable in two equal installments on November 30, 2007 and May 31, 2008, respectively.
- (4) The option was granted on August 1, 2008. The option vested and became exercisable in two equal installments on November 30, 2008 and May 31, 2009, respectively.
- (5) The option was granted on July 30, 2009. The option vested and became exercisable in two equal installments on November 30, 2009 and May 31, 2010, respectively.

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.