Burkhardt Roger Form 4 November 09, 2011

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

**OMB APPROVAL** OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

3235-0287 Number: January 31, Expires:

2005

Section 16. Form 4 or Form 5 obligations

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

Estimated average burden hours per response... 0.5

may continue. See Instruction

(Print or Type Responses)

1(b).

(Last)

1. Name and Address	of Reporting Person
Burkhardt Roger	

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

MARKETAXESS HOLDINGS INC [MKTX]

(Check all applicable)

(Middle)

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

11/07/2011

\_X\_\_ Director 10% Owner Officer (give title \_ Other (specify

C/O MARKETAXESS HOLDINGS

(Street)

(First)

INC., 299 PARK AVENUE

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

NEW YORK, NY 10171

(City)	(State)	(Zip) Tabl	e I - Non-E	Derivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)  6. Ownershi Form: Direc (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
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	

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 <u>(1)</u>	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.

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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	2.	3. Transaction Date		4.	5. Number	6. Date Exerc		7. Title and A	
Security (Instr. 3)	Security or Exercise	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
	\$ 16.99	11/07/2011		M	2,500	(3)	08/03/2017		2,50

### 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	<u>(4)</u>	08/01/2018	Common Stock	1,50
Non-Qualified Stock Option (right to buy)	\$ 9.72	11/08/2011	M	2,725	<u>(4)</u>	08/01/2018	Common Stock	2,72
Employee Stock Option (right to buy)	\$ 10.77	11/08/2011	M	3,187	<u>(5)</u>	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 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.

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