

CBOE Holdings, Inc.
 Form 4
 February 22, 2017

FORM 4

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

OMB APPROVAL

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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 *
 Dean Alan J

(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, CFO & Treasurer

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/19/2017		M		2,337 A \$ 80.94	60,376	D
Common Stock	02/19/2017		M		2,088 A \$ 80.94	62,464	D
Common Stock	02/19/2017		M		2,265 A \$ 80.94	64,729	D
Common Stock	02/19/2017		F		727 D \$ 80.94	64,002	D
Common Stock	02/19/2017		F		816 D \$ 80.94	63,186	D

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Common Stock 02/19/2017 F 1,036 D \$ 80.94 62,150 D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	02/19/2017		M	2,337	02/19/2017 <u>(2)</u>	Common Stock 2,337
Restricted Stock Units	<u>(1)</u>	02/19/2017		M	2,088	02/19/2017 <u>(3)</u>	Common Stock 2,088
Restricted Stock Units	<u>(1)</u>	02/19/2017		M	2,265	02/19/2017 <u>(4)</u>	Common Stock 2,265
Restricted Stock Units	<u>(1)</u>	02/19/2017		A	5,224	<u>(5)</u> <u>(5)</u>	Common Stock 5,224
Restricted Stock Units	<u>(1)</u>	02/19/2017		A	10,448	<u>(5)</u> <u>(5)</u>	Common Stock 10,448

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dean Alan J C/O CBOE HOLDINGS, INC. 400 SOUTH LASALLE STREET CHICAGO, IL 60605			Executive VP, CFO & Treasurer	

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.
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