

CBOE Holdings, Inc.  
 Form 4  
 February 22, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 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 \*  
 Tilly Edward T

(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)

Chief Executive Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 02/19/2017                           |  | M                              | 5,374   | A \$ 80.94  | 86,565   | D                                 |
| Common Stock                    | 02/19/2017                           |  | M                              | 5,380   | A \$ 80.94  | 91,945   | D                                 |
| Common Stock                    | 02/19/2017                           |  | M                              | 6,742   | A \$ 80.94  | 98,687   | D                                 |
| Common Stock                    | 02/19/2017                           |  | F                              | 2,456   | D \$ 80.94  | 96,231   | D                                 |
| Common Stock                    | 02/19/2017                           |  | F                              | 2,459   | D \$ 80.94  | 93,772   | D                                 |

Edgar Filing: CBOE Holdings, Inc. - Form 4

Common Stock      02/19/2017      F      3,082      D      \$ 80.94      90,690      D

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable      Expiration Date                    | Title      Amount or Number of Shares                         |
| Restricted Stock Units                     | (1)  | 02/19/2017                           |  | M                              | 5,374   | 02/19/2017      (2)                                      | Common Stock      5,374                                       |
| Restricted Stock Units                     | (1)  | 02/19/2017                           |  | M                              | 5,380   | 02/19/2017      (3)                                      | Common Stock      5,380                                       |
| Restricted Stock Units                     | (1)  | 02/19/2017                           |  | M                              | 6,742   | 02/19/2017      (4)                                      | Common Stock      6,742                                       |
| Restricted Stock Units                     | (1)  | 02/19/2017                           |  | A                              | 18,657  | (5)      (5)   | Common Stock      18,657                                      |
| Restricted Stock Units                     | (1)  | 02/19/2017                           |  | A                              | 31,095  | (5)      (5)   | Common Stock      31,095                                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Tilly Edward T<br>C/O CBOE HOLDINGS, INC.<br>400 SOUTH LASALLE STREET<br>CHICAGO, IL 60605 | X             |           | Chief Executive Officer |       |

## 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.

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.