McVey Richard M Form 4 January 20, 2010

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

OMB APPROVAL OMB 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, Expires:

2005

Section 16. Form 4 or Form 5

SECURITIES

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * McVey Richard M

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

MARKETAXESS HOLDINGS INC

(Check all applicable)

[MKTX]

(Middle)

(Zip)

3. Date of Earliest Transaction _X__ Director 10% Owner X_ Officer (give title Other (specify

(Month/Day/Year) 01/15/2010

below) Chairman & CEO

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

(Street)

(State)

(First)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10005

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired (A) 5. Amount of Transactionr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially Owned Following Reported

Ownership Form: Direct (D) or Indirect

D

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

(Instr. 4)

Code V Price Amount (D)

Common Stock, par

value 01/15/2010 A 73,272

<u>(1)</u> Α

1,518,248

\$0.003 per share

Common Stock, par

01/15/2010 A 107,810 A D value <u>(2)</u> 1,626,058

\$0.003 per

share

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Common Stock, par

F 1,603,805 value 01/15/2010 D

\$0.003 per share

Common

Stock, par By Trusts 193,077 value I (4) \$0.003 per

share

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 2. Derivative Conversion Security or Exercise (Instr. 3) Price of Derivative

Security

3. Transaction Date 3A. Deemed Execution Date, if (Month/Day/Year) (Month/Day/Year)

4. 5. TransactionNumber Code of (Instr. 8) Derivative Securities Acquired

(A) or

of (D)

Disposed

(Instr. 3, 4, and 5)

Date

Exercisable

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)

Deriv Secu Bene Own

Follo Repo Trans (Insti

9. Nu

Amount or

Expiration Title Number Date of

Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Code V (A) (D)

Other Director 10% Owner Officer

McVey Richard M

C/O MARKETAXESS HOLDINGS INC. X Chairman & CEO 140 BROADWAY, 42ND FLOOR

NEW YORK, NY 10005

Signatures

/s/ Ori Solomon, as Attorney-in-Fact for Richard M. 01/20/2010 McVey

> **Signature of Reporting Person Date

Reporting Owners 2 Edgar Filing: McVey Richard M - Form 4

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).
- 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. McVey's tax withholding obligation upon the vesting of shares of restricted stock previously granted to Mr. McVey.
- (4) Represents shares held by trust for the benefit of Mr. McVey and his family members.

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.