

Duffy Mark F
Form 4
June 18, 2010

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 *
Duffy Mark F

(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)

06/18/2010

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)

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	06/18/2010		J ⁽¹⁾	V	320,000 ⁽²⁾	A	<u>(1)</u> 320,000	I	By Fugue, General Partnership
Class A Common Stock	06/18/2010		J ⁽³⁾	V	320,000 ⁽²⁾	D	<u>(3)</u> 0	I	By Fugue, General Partnership
Class A-1 Common Stock ⁽⁴⁾	06/18/2010		J ⁽³⁾	V	160,000 ⁽²⁾	A	<u>(3)</u> 160,000	I	By Fugue, General Partnership
Class A-2 Common	06/18/2010		J ⁽³⁾	V	160,000 ⁽²⁾	A	<u>(3)</u> 160,000	I	By Fugue, General

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have a pecuniary interest.

- (3) Pursuant to a reclassification exempt under Rule 16b-7, each share of Class A Common Stock not sold in the Company's initial public offering converted into one-half of one share of Class A-1 Common Stock and one-half of one share of Class A-2 Common Stock upon completion of the Company's initial public offering.

- (4) Each issued and outstanding share of Class A-1 Common Stock and Class A-2 Common Stock shall automatically convert (without any action by the holder) into one share of Unrestricted Common Stock on the one hundred eightieth (180th) and three hundred sixtieth (360th) day, respectively, following the date that shares of CBOE Holdings Unrestricted Common Stock are issued in the Company's initial public offering, subject in each case to the Company's right to delay such conversion in connection with an organized sale.

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.