

MARKETAXESS HOLDINGS INC
Form 4
March 16, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
McVey Richard M

2. Issuer Name and Ticker or Trading Symbol
MARKETAXESS HOLDINGS INC
[MKTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

President and CEO

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

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

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

NEW YORK, NY 10005

(City) (State) (Zip)

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, par value \$0.003 per share | 03/14/2006 | | S ⁽¹⁾ | 2,000 D | \$ 11.89 | 1,172,716 | D |
| Common Stock, par value \$0.003 per share | 03/14/2006 | | S ⁽¹⁾ | 4,500 D | \$ 11.92 | 1,168,216 | D |

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| | | | | | | | | |
|---|------------|------------------|-------|---|----------|-----------|---|------------------|
| Common Stock, par value \$0.003 per share | 03/14/2006 | S ⁽¹⁾ | 5,600 | D | \$ 11.93 | 1,162,616 | D | |
| Common Stock, par value \$0.003 per share | 03/14/2006 | S ⁽¹⁾ | 2,500 | D | \$ 11.95 | 1,160,116 | D | |
| Common Stock, par value \$0.003 per share | 03/14/2006 | S ⁽¹⁾ | 2,500 | D | \$ 11.98 | 1,157,616 | D | |
| Common Stock, par value \$0.003 per share | 03/14/2006 | S ⁽¹⁾ | 6,300 | D | \$ 12 | 1,151,316 | D | |
| Common Stock, par value \$0.003 per share | 03/14/2006 | S ⁽¹⁾ | 3,500 | D | \$ 12.01 | 1,147,816 | D | |
| Common Stock, par value \$0.003 per share | 03/14/2006 | S | 3,100 | D | \$ 12.04 | 1,144,716 | D | |
| Common Stock, par value \$0.003 per share | | | | | | 525,154 | I | By Trusts (2) |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Number of Derivative Securities |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|------------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|------------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Securities (Instr. 3 and 4) | (Instr. 5) | Bene Own Follo Repo Trans (Instr | | | |
|------------|------------------------------------|------------------|------------|---|--------------------------------|------------|---|--------------------|-------|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McVey Richard M C/O MARKETAXESS HOLDINGS INC. 140 BROADWAY, 42ND FLOOR NEW YORK, NY 10005 | X | X | President and CEO | |

Signatures

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

03/16/2006

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 13, 2005.
- (2) Represents shares held by trusts 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.