

Millet T Kelley  
 Form 4  
 January 19, 2011

**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 \*  
 Millet T Kelley

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

C/O MARKETAXESS HOLDINGS INC., 299 PARK AVENUE

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

(Street)

NEW YORK, NY 10171

(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			
				Code	V	Amount		
Common Stock, par value \$0.003 per share	01/14/2011		A	33,980	A	\$ 0 <sup>(1)</sup>	339,567	D
Common Stock, par value \$0.003 per share	01/14/2011		F	24,548 <sup>(2)</sup>	D	\$ 21.59	315,019	D
	01/19/2011		A	59,782	A	\$ 0 <sup>(3)</sup>	374,801	D

Common  
Stock, par  
value  
\$0.003 per  
share

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

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(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 Number Shares
Employee Stock Option (right to buy)	\$ 21.56	01/19/2011		A	109,984	<u>(4)</u>	01/19/2021	Common Stock	109,984

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Millet T Kelley C/O MARKETAXESS HOLDINGS INC. 299 PARK AVENUE NEW YORK, NY 10171	X		President	

## Signatures

/s/ Ori Solomon, as Attorney-in-Fact for T. Kelley  
Millet

01/19/2011

\*\*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).

## Edgar Filing: Millet T Kelley - Form 4

- (1) Represents a grant of restricted stock units pursuant to the Company's 2004 Stock Incentive Plan (Amended and Restated Effective April 28, 2006) (the "2004 Plan"). The restricted stock units will vest in three equal annual installments, beginning on January 15, 2012.
- (2) Represents the surrender of shares to the Company to satisfy Mr. Millet's tax withholding obligation upon the vesting of shares of restricted stock previously granted to Mr. Millet.
- (3) Represents a grant of restricted stock units pursuant to the 2004 Plan. The restricted stock units vest at the following times: 12.5% on January 15, 2012, 25% on each of January 15, 2013, 2014 and 2015, and 12.5% on January 15, 2016.
- (4) The option was granted on January 19, 2011. The shares underlying the option will vest at the following times: 12.5% on January 15, 2012, 25% on each of January 15, 2013, 2014 and 2015, and 12.5% on January 15, 2016.

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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