

CRONIN KATHLEEN M
Form 4
June 19, 2007

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 *
CRONIN KATHLEEN M

2. Issuer Name and Ticker or Trading Symbol
CHICAGO MERCANTILE EXCHANGE HOLDINGS INC [CME]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
MD General Counsel & Corp Sec

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/15/2007

20 S. WACKER DRIVE
(Street)

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

CHICAGO, IL 60606
(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 Class A	06/15/2007		M	600	A \$ 63.01	2,393	D
Common Stock Class A	06/15/2007		S	600 ⁽¹⁾	D \$ 551.5	1,793	D
Common Stock Class A	06/15/2007		F	35 ⁽²⁾	D \$ 552.7	1,758	D
	06/15/2007		A	175	A \$ 0	1,933	D

Common
Stock Class
A

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

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 63.01	06/15/2007		M	600	06/06/2007 ⁽³⁾	06/06/2013	Common Stock Class A
Non-Qualified Stock Option (right to buy)	\$ 552.7	06/15/2007		A	1,180	06/15/2008 ⁽⁴⁾	06/15/2017	Common Stock Class A

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRONIN KATHLEEN M 20 S. WACKER DRIVE CHICAGO, IL 60606			MD General Counsel & Corp Sec	

Signatures

By: Margaret C. Austin For: Kathleen M. Cronin
06/19/2007

**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) This sale was completed pursuant to the terms of a pre-arranged trading plan established in accordance with Rule 10b5-1.
- (2) Ms. Cronin surrendered shares to the Company in order to fulfill tax withholding obligations upon the vesting of restricted stock on June 15, 2007.

On June 6, 2007, this option vested with respect to 80% of the granted number of shares covered by the option. On the anniversary of that
- (3) date in the subsequent year, the option will vest with respect to an additional 20% of the shares covered by the option, subject to acceleration or termination in certain circumstances.
- (4) These options were granted on June 15, 2007. They vest over a five-year period, with 20% vesting one year after the grant date and 20% vesting on that same date in each of the following four years, subject to acceleration or termination in certain circumstances.

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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