

MARKETAXESS HOLDINGS INC
Form 4
February 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)
02/14/2006

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

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

(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

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 Indirect Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock, par value \$0.003 per share | 02/14/2006 | | S(1) | 10,000 D | \$ 12.75 | 1,275,779 | D |
| Common Stock, par value \$0.003 per share | 02/14/2006 | | S(1) | 2,200 D | \$ 12.77 | 1,273,579 | D |

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| | | | | | | | |
|---|------------|------------------------|--------|---|-------------|-----------|---|
| Common Stock, par value \$0.003 per share | 02/14/2006 | <u>S⁽¹⁾</u> | 8,063 | D | \$ 12.78 | 1,265,516 | D |
| Common Stock, par value \$0.003 per share | 02/14/2006 | <u>S⁽¹⁾</u> | 15,000 | D | \$ 12.89 | 1,250,516 | D |
| Common Stock, par value \$0.003 per share | 02/14/2006 | <u>S⁽¹⁾</u> | 6,000 | D | \$ 12.9 | 1,244,516 | D |
| Common Stock, par value \$0.003 per share | 02/14/2006 | <u>S⁽¹⁾</u> | 10,000 | D | \$ 12.93 | 1,234,516 | D |
| Common Stock, par value \$0.003 per share | 02/14/2006 | <u>S⁽¹⁾</u> | 7,000 | D | \$ 12.94 | 1,227,516 | D |
| Common Stock, par value \$0.003 per share | 02/14/2006 | <u>S⁽¹⁾</u> | 6,500 | D | \$ 13.02 | 1,221,016 | D |
| Common Stock, par value \$0.003 per share | 02/14/2006 | <u>S⁽¹⁾</u> | 4,000 | D | \$ 13.02 | 1,217,016 | D |
| Common Stock, par value \$0.003 per share | 02/14/2006 | <u>S⁽¹⁾</u> | 5,500 | D | \$ 13.04 | 1,211,516 | D |
| Common Stock, par value \$0.003 per share | 02/15/2006 | <u>S⁽¹⁾</u> | 21,300 | D | \$ 12.75 | 1,190,216 | D |
| | 02/15/2006 | <u>S⁽¹⁾</u> | 3,900 | D | | 1,186,316 | D |

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| | | | | | | | | | |
|---|------------|------------------|-------|---|--|-------------|-----------|---|-------------------------|
| Common Stock, par value \$0.003 per share | | | | | | \$ 12.76 | | | |
| Common Stock, par value \$0.003 per share | 02/15/2006 | S ⁽¹⁾ | 4,500 | D | | \$ 12.77 | 1,181,816 | D | |
| Common Stock, par value \$0.003 per share | 02/15/2006 | S ⁽¹⁾ | 4,100 | D | | \$ 12.81 | 1,177,716 | D | |
| Common Stock, par value \$0.003 per share | 02/15/2006 | S ⁽¹⁾ | 3,000 | D | | \$ 12.83 | 1,174,716 | D | |
| Common Stock, par value \$0.003 per share | | | | | | | 525,154 | I | By Trusts <u>(2)</u> |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr | | |
|---|--|---|---|--------------------------------------|--|--|---|---|---|-------|------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |

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

02/16/2006

**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.
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