

## CHICAGO MERCANTILE EXCHANGE HOLDINGS INC

Form 4

June 19, 2006

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

## OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**KEEVE EILEEN**

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 Organizational Development

(Last)      (First)      (Middle)  
**20 S. WACKER DRIVE**  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/15/2006**

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<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year) | 3. Transaction Code<br>(Instr. 8) | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Ownership<br>Indirect Beneficial Ownership<br>(Instr. 4) |
|------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|----------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------|-----------------------------------------------------------------------|
|                                    |                                         |                                                       | Code                              | V                                                                    | Amount                                                                                              | (A) or (D)                                                  | Price                                                                 |
| Common Stock Class A               | 06/15/2006                              |                                                       | A                                 |                                                                      | 140                                                                                                 | A                                                           | \$ 0 2,000                                                            |
|                                    |                                         |                                                       |                                   |                                                                      |                                                                                                     | D                                                           |                                                                       |

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)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 440.65                                                             | 06/15/2006                              |                                                             | A                                       | 945                                                                                                                | 06/15/2007 <sup>(1)</sup> 06/15/2016                           | Common<br>Stock<br>Class A                                     |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |         |                               |
|---------------------------------------------------------|---------------|-----------|---------|-------------------------------|
|                                                         | Director      | 10% Owner | Officer | Other                         |
| KEEVE EILEEN<br>20 S. WACKER DRIVE<br>CHICAGO, IL 60606 |               |           |         | MD Organizational Development |

## Signatures

By: Margaret C. Austin For: Eileen Beth  
Keeve 06/19/2006

\_\_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) These options were granted on June 15, 2006. 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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