

Rucker James N B
Form 4
November 05, 2010

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rucker James N B

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
____X____ Officer (give title ____ Other (specify
below) below)

See Remarks

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)
____X____ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.003 per share	11/04/2010		M		5,557	A	\$ 3.6
							158,122
							D
Common Stock, par value \$0.003 per share	11/04/2010		M		8,708	A	\$ 2.7
							166,830
							D

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Common
Stock, par
value 11/04/2010 S 14,265 D \$ 18.75 152,565 D
\$0.003 per
share (1)

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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 3.6	11/04/2010		M		5,557		<u>(2)</u>	06/15/2011	Common Stock, par value \$0.003 per share	5,557
Stock Option (right to buy)	\$ 2.7	11/04/2010		M		374		<u>(2)</u>	03/31/2012	Common Stock, par value \$0.003 per share	374
Stock Option (right to buy)	\$ 2.7	11/04/2010		M		8,334		<u>(2)</u>	12/30/2012	Common Stock, par value \$0.003 per share	8,334

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Rucker James N B
C/O MARKETAXESS HOLDINGS INC.
140 BROADWAY, 42ND FLOOR
NEW YORK, NY 10005

See Remarks

Signatures

/s/ Ori Solomon, as Attorney-in-Fact for James N.B.
Rucker

11/05/2010

__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).

These transactions were executed in multiple trades at prices ranging from \$18.60 to \$19.02. The price reported above reflects the

- (1) weighted average sales price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.
- (2) The stock option is fully exercisable.

Remarks:

Chief Operations, Credit and Risk Officer

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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