

MARKETAXESS HOLDINGS INC  
 Form 4  
 November 06, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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**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 \*  
**Rucker James N B**  
  
 (Last) (First) (Middle)  
**C/O MARKETAXESS HOLDINGS INC., 140 BROADWAY, 42ND FLOOR**  
  
 (Street)  
**NEW YORK, NY 10005**  
  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**MARKETAXESS HOLDINGS INC [MKTX]**

3. Date of Earliest Transaction (Month/Day/Year)  
**11/04/2008**

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
**Chief Financial Officer**

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**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	11/04/2008		M	A	\$ 12,960 2.7	D	
Common Stock, par value \$0.003 per share	11/04/2008		M	A	\$ 16,666 2.7	D	

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Common  
 Stock, par  
 value 11/04/2008 M 5,550 A \$ 115,050 D  
 \$0.003 per  
 share 3.6

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

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**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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 2.7	11/04/2008		M	12,960	<u>(1)</u> 03/31/2012	Common Stock	12,960	
Employee Stock Option (right to buy)	\$ 2.7	11/04/2008		M	16,666	<u>(1)</u> 12/30/2012	Common Stock	16,666	
Employee Stock Option (right to buy)	\$ 3.6	11/04/2008		M	5,550	<u>(1)</u> 06/15/2011	Common Stock	5,550	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other  
 Chief Financial Officer

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

## Signatures

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

11/06/2008

\_\_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 option has fully vested and is currently exercisable

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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