

CRONIN KATHLEEN M

Form 4

December 06, 2005

**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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2005  
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(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  
\_X\_ Officer (give title below)      \_\_\_\_ Other (specify below)  
MD, Gen. Counsel & Corp. Sec.

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/06/2005

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

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 or Disposed of (D) (Instr. 3, 4 and 5)  (A) or (D)	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)
Common Stock Class A	12/06/2005		M	1,760 A	\$ 63.01 3,512	D	
Common Stock Class A	12/06/2005		M	800 A	\$ 74.68 4,312	D	
Common Stock Class A	12/06/2005		M	640 A	\$ 127 4,952	D	
	12/06/2005		S	3,200 D	1,752	D	

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Common Stock Class A \$ 366.09

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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to buy)	\$ 63.01	12/06/2005		M	1,760	06/06/2005 <sup>(1)</sup> 06/06/2013	Common Stock Class A 1,760
Stock Options (Right to buy)	\$ 74.68	12/06/2005		M	800	08/06/2005 <sup>(2)</sup> 08/06/2013	Common Stock Class A 800
Stock Options (Right to buy)	\$ 127	12/06/2005		M	640	06/14/2005 <sup>(3)</sup> 06/14/2014	Common Stock Class A 640

## Reporting Owners

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

## Signatures

Margaret C. Austin, Attorney  
in Fact

12/06/2005

\_\_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).

(2) On August 6, 2005, this option vested with respect to 40% of the granted number of shares covered by the option. An additional 20% of the shares subject to the option will become exercisable on each of three subsequent anniversaries of that date, subject to acceleration or termination in certain circumstances.

(3) On June 14, 2005, this option vested with respect to 20% of the granted number of shares covered by the option. An additional 20% of the shares subject to the option will become exercisable on each of four subsequent anniversaries of that date, subject to acceleration or termination in certain circumstances.

(1) On June 6, 2005, this option vested with respect to 40% of the granted number of shares covered by the option. An additional 20% of the shares subject to the option will become exercisable on each of three subsequent anniversaries of that date, 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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