

Burkhardt Roger
 Form 4
 November 09, 2011

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 *
 Burkhardt Roger

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)
 11/07/2011

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

C/O MARKETAXESS HOLDINGS INC., 299 PARK AVENUE

(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 10171

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$0.003 per share	11/07/2011		M		2,500 A \$ 16.99	23,196	D
Common Stock, par value \$0.003 per share	11/07/2011		M		1,500 A \$ 9.72	24,696	D
	11/07/2011		S ⁽¹⁾		4,000 D \$ 28.5	20,696	D

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Common Stock, par value \$0.003 per share

Common Stock, par value \$0.003 per share

11/08/2011 M 2,725 A \$ 9.72 23,421 D

Common Stock, par value \$0.003 per share

11/08/2011 M 3,187 A \$ 10.77 26,608 D

Common Stock, par value \$0.003 per share

11/08/2011 S⁽¹⁾ 5,912 D \$ 29.56 (2) 20,696 D

Common Stock, par value \$0.003 per share

4,000 I By Spouse

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)
	\$ 16.99	11/07/2011		M	2,500	<u>(3)</u> 08/03/2017	Title Amount or Number of Shares 2,500

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Employee Stock Option (right to buy)								Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 9.72	11/07/2011	M	1,500	<u>(4)</u>	08/01/2018	Common Stock	1,500	
Non-Qualified Stock Option (right to buy)	\$ 9.72	11/08/2011	M	2,725	<u>(4)</u>	08/01/2018	Common Stock	2,725	
Employee Stock Option (right to buy)	\$ 10.77	11/08/2011	M	3,187	<u>(5)</u>	07/30/2019	Common Stock	3,187	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burkhardt Roger C/O MARKETAXESS HOLDINGS INC. 299 PARK AVENUE NEW YORK, NY 10171	X			

Signatures

/s/ Ori Solomon, as Attorney-in-Fact for Roger Burkhardt

11/09/2011

 **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) A portion of the proceeds of the sale of these shares was used to satisfy the exercise price.
These transactions were executed in multiple trades at prices ranging from \$29.50 to \$29.67. The price reported above reflects the 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.
- (3) The option was granted on August 3, 2007. The option vested and became exercisable in two equal installments on November 30, 2007 and May 31, 2008, respectively.
- (4) The option was granted on August 1, 2008. The option vested and became exercisable in two equal installments on November 30, 2008 and May 31, 2009, respectively.
- (5) The option was granted on July 30, 2009. The option vested and became exercisable in two equal installments on November 30, 2009 and May 31, 2010, respectively.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.