

Duffy Mark F
Form 4
June 18, 2010

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 *
Duffy Mark F

(Last) (First) (Middle)

C/O CBOE HOLDINGS, INC., 400
SOUTH LASALLE STREET

(Street)

CHICAGO, IL 60605

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CBOE Holdings, Inc. [CBOE]

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

06/18/2010

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)

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount (A) or (D) Price				
Class A Common Stock	06/18/2010		J ⁽¹⁾	V	320,000 ⁽²⁾	A	<u>(1)</u> 320,000	I	By Fugue, General Partnership
Class A Common Stock	06/18/2010		J ⁽³⁾	V	320,000 ⁽²⁾	D	<u>(3)</u> 0	I	By Fugue, General Partnership
Class A-1 Common Stock ⁽⁴⁾	06/18/2010		J ⁽³⁾	V	160,000 ⁽²⁾	A	<u>(3)</u> 160,000	I	By Fugue, General Partnership
Class A-2 Common	06/18/2010		J ⁽³⁾	V	160,000 ⁽²⁾	A	<u>(3)</u> 160,000	I	By Fugue, General

Stock ⁽⁴⁾

Partnership

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Duffy Mark F C/O CBOE HOLDINGS, INC. 400 SOUTH LASALLE STREET CHICAGO, IL 60605	X			

Signatures

/s/ Patrick Sexton,
attorney-in-fact

06/18/2010

**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).
- Represents shares of Class A Common Stock received from the Company in connection with the Company's restructuring transaction, a
- (1) merger exempt from Section 16(b) pursuant to Rule 16b-7 and approved by the board of directors of the Company in accordance with Rule 16b-3.
 - (2) Reflects shares owned by Fugue, General Partnership. Mr. Duffy is the trustee of the Mark F. Duffy Trust, which is a general partner of Fugue and owns 50% of the partnership interests of Fugue. Mr. Duffy disclaims beneficial ownership of those shares in which he does not

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have a pecuniary interest.

- (3) Pursuant to a reclassification exempt under Rule 16b-7, each share of Class A Common Stock not sold in the Company's initial public offering converted into one-half of one share of Class A-1 Common Stock and one-half of one share of Class A-2 Common Stock upon completion of the Company's initial public offering.

- (4) Each issued and outstanding share of Class A-1 Common Stock and Class A-2 Common Stock shall automatically convert (without any action by the holder) into one share of Unrestricted Common Stock on the one hundred eightieth (180th) and three hundred sixtieth (360th) day, respectively, following the date that shares of CBOE Holdings Unrestricted Common Stock are issued in the Company's initial public offering, subject in each case to the Company's right to delay such conversion in connection with an organized sale.

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.