

CHICAGO MERCANTILE EXCHANGE HOLDINGS INC  
 Form 4  
 January 18, 2006

**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 \*  
**GILL PHUPINDER**

(Last) (First) (Middle)

20 S. WACKER DRIVE

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**CHICAGO MERCANTILE EXCHANGE HOLDINGS INC [CME]**

3. Date of Earliest Transaction (Month/Day/Year)  
 01/17/2006

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)  
 President and COO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock Class A            | 01/17/2006                           |  | M                              | 1,200   | A \$ 22   | 8,170  | D   |
| Common Stock Class A            | 01/17/2006                           |  | S                              | 200 <sup>(1)</sup>  | D \$ 380.5  | 7,970  | D   |
| Common Stock Class A            | 01/17/2006                           |  | S                              | 100 <sup>(1)</sup>  | D \$ 383  | 7,870  | D   |
|                                 | 01/17/2006                           |  | S                              | 100 <sup>(1)</sup>  | D \$ 381  | 7,770  | D   |

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|                      |            |   |                    |   |           |       |   |
|----------------------|------------|---|--------------------|---|-----------|-------|---|
| Common Stock Class A |            |   |                    |   |           |       |   |
| Common Stock Class A | 01/17/2006 | S | 100 <sup>(1)</sup> | D | \$ 380    | 7,670 | D |
| Common Stock Class A | 01/17/2006 | S | 100 <sup>(1)</sup> | D | \$ 379.5  | 7,570 | D |
| Common Stock Class A | 01/17/2006 | S | 400 <sup>(1)</sup> | D | \$ 379    | 7,170 | D |
| Common Stock Class A | 01/17/2006 | S | 100 <sup>(1)</sup> | D | \$ 378.05 | 7,070 | D |
| Common Stock Class A | 01/17/2006 | S | 100 <sup>(1)</sup> | D | \$ 378    | 6,970 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy)  | \$ 22  | 01/17/2006                           |  | M                              | 1,200   | 05/07/2005 <sup>(2)</sup> 05/07/2011                     | Common Stock Class A  |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| GILL PHUPINDER<br>20 S. WACKER DRIVE<br>CHICAGO, IL 60606 |               |           | President and COO |       |

## Signatures

By: /s/ Kathleen M. Cronin, Attorney in Fact For: Phupinder S Gill 01/18/2006

\_\_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 sale was completed pursuant to the terms of a pre-arranged trading plan established in accordance with Rule 10b5-1.
  - (2) As of May 7, 2005 this option grant was 100% vested.

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.