

MARKETAXESS HOLDINGS INC

Form 4

July 18, 2007

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 *
McVey Richard M

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)

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

Chairman and CEO

C/O MARKETAXESS HOLDINGS INC., 140 BROADWAY, 42ND FLOOR

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 10005

(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 (A) or (D) Price | | | |
| Common Stock, par value \$0.003 per share | 07/16/2007 | | S ⁽¹⁾ | 300 D \$ 18.83 | 524,854 | I | By Trusts ⁽²⁾ |
| Common Stock, par value \$0.003 per share | 07/16/2007 | | S ⁽¹⁾ | 100 D \$ 18.84 | 524,754 | I | By Trusts ⁽²⁾ |

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| | | | | | | | | |
|---|------------|------------------------|-----|---|----------|---------|---|--------------------------------|
| Common Stock, par value \$0.003 per share | 07/16/2007 | <u>S⁽¹⁾</u> | 300 | D | \$ 18.85 | 524,454 | I | <u>By Trusts</u> <u>(2)</u> |
| Common Stock, par value \$0.003 per share | 07/16/2007 | <u>S⁽¹⁾</u> | 100 | D | \$ 18.86 | 524,354 | I | <u>By Trusts</u> <u>(2)</u> |
| Common Stock, par value \$0.003 per share | 07/16/2007 | <u>S⁽¹⁾</u> | 200 | D | \$ 18.88 | 524,154 | I | <u>By Trusts</u> <u>(2)</u> |
| Common Stock, par value \$0.003 per share | 07/16/2007 | <u>S⁽¹⁾</u> | 100 | D | \$ 18.89 | 524,054 | I | <u>By Trusts</u> <u>(2)</u> |
| Common Stock, par value \$0.003 per share | 07/16/2007 | <u>S⁽¹⁾</u> | 286 | D | \$ 18.9 | 523,768 | I | <u>By Trusts</u> <u>(2)</u> |
| Common Stock, par value \$0.003 per share | 07/16/2007 | <u>S⁽¹⁾</u> | 302 | D | \$ 18.91 | 523,466 | I | <u>By Trusts</u> <u>(2)</u> |
| Common Stock, par value \$0.003 per share | 07/16/2007 | <u>S⁽¹⁾</u> | 300 | D | \$ 18.92 | 523,166 | I | <u>By Trusts</u> <u>(2)</u> |
| Common Stock, par value \$0.003 per share | 07/16/2007 | <u>S⁽¹⁾</u> | 312 | D | \$ 18.93 | 522,854 | I | <u>By Trusts</u> <u>(2)</u> |
| Common Stock, par value \$0.003 per share | 07/16/2007 | <u>S⁽¹⁾</u> | 200 | D | \$ 18.94 | 522,654 | I | <u>By Trusts</u> <u>(2)</u> |
| | 07/16/2007 | <u>S⁽¹⁾</u> | 200 | D | | 522,454 | I | |

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| | | | | | | | | |
|---|------------|-------------------------|-------|---|----------|---------|---|----------------------|
| Common Stock, par value \$0.003 per share | | | | | \$ 18.97 | | | By Trusts <u>(2)</u> |
| Common Stock, par value \$0.003 per share | 07/16/2007 | <u>S</u> ⁽¹⁾ | 200 | D | \$ 18.99 | 522,254 | I | By Trusts <u>(2)</u> |
| Common Stock, par value \$0.003 per share | 07/16/2007 | <u>S</u> ⁽¹⁾ | 100 | D | \$ 19 | 522,154 | I | By Trusts <u>(2)</u> |
| Common Stock, par value \$0.003 per share | 07/16/2007 | <u>S</u> ⁽¹⁾ | 1,000 | D | \$ 19.01 | 521,154 | I | By Trusts <u>(2)</u> |
| Common Stock, par value \$0.003 per share | 07/16/2007 | <u>S</u> ⁽¹⁾ | 300 | D | \$ 19.02 | 520,854 | I | By Trusts <u>(2)</u> |
| Common Stock, par value \$0.003 per share | 07/16/2007 | <u>S</u> ⁽¹⁾ | 100 | D | \$ 19.03 | 520,754 | I | By Trusts <u>(2)</u> |
| Common Stock, par value \$0.003 per share | 07/16/2007 | <u>S</u> ⁽¹⁾ | 900 | D | \$ 19.04 | 519,854 | I | By Trusts <u>(2)</u> |
| Common Stock, par value \$0.003 per share | 07/16/2007 | <u>S</u> ⁽¹⁾ | 400 | D | \$ 19.05 | 519,454 | I | By Trusts <u>(2)</u> |
| Common Stock, par value \$0.003 per share | 07/16/2007 | <u>S</u> ⁽¹⁾ | 800 | D | \$ 19.06 | 518,654 | I | By Trusts <u>(2)</u> |
| | 07/16/2007 | <u>S</u> ⁽¹⁾ | 600 | D | | 518,054 | I | |

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|---|------------|-------------------------|-------|---|----------|-----------|---|----------------------|
| Common Stock, par value \$0.003 per share | | | | | \$ 19.07 | | | By Trusts <u>(2)</u> |
| Common Stock, par value \$0.003 per share | 07/16/2007 | <u>S</u> ⁽¹⁾ | 300 | D | \$ 19.08 | 517,754 | I | By Trusts <u>(2)</u> |
| Common Stock, par value \$0.003 per share | 07/16/2007 | <u>S</u> ⁽¹⁾ | 600 | D | \$ 19.09 | 517,154 | I | By Trusts <u>(2)</u> |
| Common Stock, par value \$0.003 per share | 07/16/2007 | <u>S</u> ⁽¹⁾ | 200 | D | \$ 19.1 | 516,954 | I | By Trusts <u>(2)</u> |
| Common Stock, par value \$0.003 per share | 07/16/2007 | <u>S</u> ⁽¹⁾ | 1,584 | D | \$ 19.11 | 515,370 | I | By Trusts <u>(2)</u> |
| Common Stock, par value \$0.003 per share | 07/16/2007 | <u>S</u> ⁽¹⁾ | 988 | D | \$ 19.12 | 514,382 | I | By Trusts <u>(2)</u> |
| Common Stock, par value \$0.003 per share | 07/16/2007 | <u>S</u> ⁽¹⁾ | 1,012 | D | \$ 19.13 | 513,370 | I | By Trusts <u>(2)</u> |
| Common Stock, par value \$0.003 per share | 07/16/2007 | <u>S</u> ⁽¹⁾ | 316 | D | \$ 19.14 | 513,054 | I | By Trusts <u>(2)</u> |
| Common Stock, par value \$0.003 per share | 07/16/2007 | <u>S</u> ⁽¹⁾ | 800 | D | \$ 19.15 | 512,254 | I | By Trusts <u>(2)</u> |
| | | | | | | 1,114,191 | D | |

Common
Stock, par
value
\$0.003 per
share

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McVey Richard M C/O MARKETAXESS HOLDINGS INC. 140 BROADWAY, 42ND FLOOR NEW YORK, NY 10005 | X | | Chairman and CEO | |

Signatures

/s/ Ori Solomon, as Attorney-in-Fact for Richard M. McVey
Date: 07/18/2007

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 1, 2007.

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(2) Represents shares held by trust for the benefit of Mr. McVey and his family members.

Remarks:

This is the first of three Form 4s filed by Richard M. McVey on July 18, 2007.

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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