

CHICAGO MERCANTILE EXCHANGE HOLDINGS INC  
 Form 4  
 December 13, 2005

**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 DR.

(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)  
 12/12/2005

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 & 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock Class A	12/12/2005		S	400 <sup>(1)</sup> D	\$ 363.6	16,370	D
Common Stock Class A	12/12/2005		S	100 <sup>(1)</sup> D	\$ 363.65	16,270	D
Common Stock Class A	12/12/2005		S	200 <sup>(1)</sup> D	\$ 363.7	16,070	D
	12/12/2005		S	150 <sup>(1)</sup> D		15,920	D

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Common Stock Class A					\$ 363.75		
Common Stock Class A	12/12/2005	S	100 <u>(1)</u>	D	\$ 363.85	15,820	D
Common Stock Class A	12/12/2005	S	200 <u>(1)</u>	D	\$ 363.9	15,620	D
Common Stock Class A	12/12/2005	S	1,600 <u>(1)</u>	D	\$ 364	14,020	D
Common Stock Class A	12/12/2005	S	300 <u>(1)</u>	D	\$ 364.01	13,720	D
Common Stock Class A	12/12/2005	S	200 <u>(1)</u>	D	\$ 364.02	13,520	D
Common Stock Class A	12/12/2005	S	500 <u>(1)</u>	D	\$ 364.04	13,020	D
Common Stock Class A	12/12/2005	S	300 <u>(1)</u>	D	\$ 364.05	12,720	D
Common Stock Class A	12/12/2005	S	400 <u>(1)</u>	D	\$ 364.06	12,320	D
Common Stock Class A	12/12/2005	S	200 <u>(1)</u>	D	\$ 364.08	12,120	D
Common Stock Class A	12/12/2005	S	100 <u>(1)</u>	D	\$ 364.09	12,020	D
Common Stock Class A	12/12/2005	S	400 <u>(1)</u>	D	\$ 364.1	11,620	D
Common Stock Class A	12/12/2005	S	100 <u>(1)</u>	D	\$ 364.2	11,520	D
Common Stock Class A	12/12/2005	S	100 <u>(1)</u>	D	\$ 364.21	11,420	D
Common Stock	12/12/2005	S	100 <u>(1)</u>	D	\$ 364.22	11,320	D

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Class A							
Common Stock Class A	12/12/2005	S	100 <sup>(1)</sup>	D	\$ 364.24	11,220	D
Common Stock Class A	12/12/2005	S	100 <sup>(1)</sup>	D	\$ 364.25	11,120	D
Common Stock Class A	12/12/2005	S	100 <sup>(1)</sup>	D	\$ 364.27	11,020	D
Common Stock Class A	12/12/2005	S	200 <sup>(1)</sup>	D	\$ 364.35	10,820	D
Common Stock Class A	12/12/2005	S	400 <sup>(1)</sup>	D	\$ 364.43	10,420	D
Common Stock Class A	12/12/2005	S	300 <sup>(1)</sup>	D	\$ 364.51	10,120	D
Common Stock Class A	12/12/2005	S	200 <sup>(1)</sup>	D	\$ 364.52	9,920	D
Common Stock Class A	12/12/2005	S	700 <sup>(1)</sup>	D	\$ 364.62	9,220	D
Common Stock Class A	12/12/2005	S	300 <sup>(1)</sup>	D	\$ 364.65	8,920	D
Common Stock Class A	12/12/2005	S	100 <sup>(1)</sup>	D	\$ 364.68	8,820	D
Common Stock Class A	12/12/2005	S	100 <sup>(1)</sup>	D	\$ 364.81	8,720	D
Common Stock Class A	12/12/2005	S	100 <sup>(1)</sup>	D	\$ 364.83	8,620	D

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GILL PHUPINDER 20 S. WACKER DR. CHICAGO, IL 60606			President & COO	

## Signatures

Kathleen M. Cronin, Attorney  
in Fact 12/13/2005  
\_\_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).

(1) This sale was completed pursuant to the terms of a pre-arranged trading plan established in accordance with Rule 10b5-1.

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.