

MARKETAXESS HOLDINGS INC  
 Form 4  
 November 05, 2008

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 Millet T Kelley

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10005

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 MARKETAXESS HOLDINGS INC [MKTX]

3. Date of Earliest Transaction (Month/Day/Year)  
 11/03/2008

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

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)
			Code	V	Amount	(A) or (D) Price			
Common Stock, par value \$0.003 per share	11/03/2008		P		400	A	\$ 5.54	177,691	D
Common Stock, par value \$0.003 per share	11/03/2008		P		900	A	\$ 5.55	178,591	D

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Common Stock, par value \$0.003 per share	11/03/2008	P	700	A	\$ 5.56	179,291	D
Common Stock, par value \$0.003 per share	11/03/2008	P	300	A	\$ 5.62	179,591	D
Common Stock, par value \$0.003 per share	11/03/2008	P	906	A	\$ 5.63	180,497	D
Common Stock, par value \$0.003 per share	11/03/2008	P	700	A	\$ 5.64	181,197	D
Common Stock, par value \$0.003 per share	11/03/2008	P	2,102	A	\$ 5.65	183,299	D
Common Stock, par value \$0.003 per share	11/03/2008	P	1,118	A	\$ 5.66	184,417	D
Common Stock, par value \$0.003 per share	11/03/2008	P	574	A	\$ 5.67	184,991	D
Common Stock, par value \$0.003 per share	11/03/2008	P	700	A	\$ 5.68	185,691	D
Common Stock, par value \$0.003 per share	11/03/2008	P	600	A	\$ 5.69	186,291	D
	11/03/2008	P	300	A	\$ 5.7	186,591	D

Common  
Stock, par  
value  
\$0.003 per  
share

Common  
Stock, par  
value  
\$0.003 per  
share

Common  
Stock, par  
value  
\$0.003 per  
share

Common  
Stock, par  
value  
\$0.003 per  
share

11/03/2008

P

200

A

\$  
5.72

186,791

D

11/03/2008

P

100

A

\$  
5.76

186,891

D

11/03/2008

P

400

A

\$  
5.81

187,291

D

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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	Director	10% Owner	Officer	Other
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Millet T Kelley C/O MARKET AXESS HOLDINGS, INC. 140 BROADWAY, 42ND FLOOR NEW YORK, NY 10005	X		President	
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## Signatures

/s/ Ori Solomon, as Attorney-in-Fact for T. Kelley Millet						11/05/2008
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\_\_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).

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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