MARKETAXESS HOLDINGS INC

Form 4

August 07, 2007

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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 * Steinhardt John	2. Issuer Name **and** Ticker or Trading Symbol **MARKETAXESS HOLDINGS INC [MKTX]**	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) __X__ Director ـــــ 10% Owner ـــــ Officer (give title ـــــ Other (specify below) below)
(Last) (First) (Middle) C/O MARKET AXESS HOLDINGS INC., 140 BROADWAY, 42ND FLOOR	3. Date of Earliest Transaction (Month/Day/Year) 08/03/2007	
(Street) NEW YORK, NY 10005	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.003 per share	08/03/2007		A		2,500	A	(1)	12,500	D	

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

number.

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 D S (
								Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
				Code	V	(A)	(D)					
Employee Stock Option (right to buy)	$ 16.99	08/03/2007		M		2,500		(2)	08/03/2017	Common Stock	2,500	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Steinhardt John C/O MARKET AXESS HOLDINGS INC. 140 BROADWAY, 42ND FLOOR NEW YORK, NY 10005	X			

Signatures

/s/ Ori Solomon, Ori Solomon as attorney-in-fact for John Steinhardt	08/07/2007
**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)   Represents a grant of restricted stock pursuant to the Company's 2004 Stock Incentive Plan (Amended and Restated Effective April 28, 2006).

(2)   The option was granted on August 3, 2007. The option vests and becomes exercisable in two equal installments on November 30, 2007 and May 31, 2008, respectively.

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.