

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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



Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287  
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1. Name and Address of Reporting Person * <u>GAER SAMUEL H</u>  (Last) (First) (Middle) <u>ONE NORTH END AVENUE</u> <u>WORLD FINANCIAL CENTER</u>  (Street) <u>NEW YORK</u> <u>NY</u> <u>10282</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NYMEX HOLDINGS INC [ NMX ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>08/22/2008</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Information Officer, EVP</u>  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person
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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	08/22/2008		D		2,800	D	\$0 <sup>(1)</sup>	0	D	
Common Stock	08/22/2008		M		7,600	A	\$0 <sup>(2)</sup>	7,600	D	
Common Stock	08/22/2008		F		2,873 <sup>(5)</sup>	D	\$81.15	4,727	D	
Common Stock	08/22/2008		D		4,727	D	\$0 <sup>(6)</sup>	0	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(2)	08/22/2008		M		7,600	(3)	(3)	Common Stock	7,600	(4)	0	D	
Stock Option (right to buy)	\$59	08/22/2008		M <sup>(7)</sup>		56,250	(8)	11/17/2014	Common Stock	56,250	(4)	0	D	
Stock Option (right to buy)	\$118.97	08/22/2008		M <sup>(9)</sup>		16,900	(10)	01/09/2016	Common Stock	16,900	(4)	0	D	

Explanation of Responses:

1. Pursuant to the merger agreement by and among CME Group Inc., CMEG NY Inc., NYMEX Holdings, Inc. and New York Mercantile Exchange, Inc. (the "Merger Agreement"), each share of NYMEX Holdings common stock was converted into the right to receive either (a) \$81.16 in cash or (b) 0.2378 of CME Group Inc. Class A common stock, subject to proration to preserve the mandatory aggregate cash consideration amount of approximately \$3.4 billion, after taking into account all of the elections made by all of the NYMEX Holdings stockholders.
2. Each restricted stock unit represents a contingent right to receive one share of NYMEX Holdings, Inc. common stock.
3. The accelerated vesting of the restricted stock units is due to the consummation of the transaction between CME Group Inc., CMEG NY Inc., NYMEX Holdings, Inc. and New York Mercantile Exchange, Inc.
4. Not applicable.
5. Mr. Gaer surrendered shares to the Company in order to fulfill tax withholding obligations upon the vesting of restricted stock on August 22, 2008.
6. Disposed of pursuant to Merger Agreement at an exchange ratio of 0.2378 shares of CME Group Inc. Class A common stock for each share of NYMEX Holdings, Inc. common stock.
7. Converted into options to purchase 13,376 shares of CME Group Class A common stock at an exercise price of \$248.11 per share.
8. The option vests in four equal annual installments beginning on November 17, 2007, subject to additional terms contained in the grant and, if applicable, other contracts.
9. Converted into options to purchase 4,018 shares of CME Group Class A common stock at an exercise price of \$500.30 per share.
10. The option vests in four equal annual installments beginning on January 9, 2009, subject to additional terms contained in the grant and, if applicable, other contracts.

/s/Samuel Gaer

08/27/2008

\*\* Signature of Reporting Person

Date

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

\* 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.

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 Number.