FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPRO              | DVAL      |  |  |  |  |  |
|------------------------|-----------|--|--|--|--|--|
| OMB Number:            | 3235-0287 |  |  |  |  |  |
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| 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).

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

| 1. Name an   | <u>CE</u>   | 2. Issuer Name and Ticker or Trading Symbol CHICAGO MERCANTILE EXCHANGE HOLDINGS INC [ CME ] |                    |                              |                  |   |                   |   |  |                                      | heck a                        | ionship of Reportir<br>all applicable)<br>Director  |  | 10% Ow |   | wner   |   |                      |   |  |
|--|---|--|--------------------|------------------------------|------------------|---|-------------------|---|--|--------------------------------------|-------------------------------|---|--|--------|---|--|---|----------------------|---|--|
| (Last) (First) (Middle) 10 S. WACKER DR  |   |  |                    |                              |                  | 3. Date of Earliest Transaction (Month/Day/Year) 08/25/2006 |                   |   |  |                                      |                               |   |  |        |   | Officer (give title below)   |   | Other (spe<br>below) |   |  |
| (Street) CHICAG (City)   | CHICAGO IL 60606  |  |                    |                              | 4. If            | 4. If Amendment, Date of Original Filed (Month/Day/Year)    |                   |   |  |                                      |                               |   |  |        | ne)                                       | ividual or Joint/Group Filing (Check Applicable  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. Transac Date (Month/Date)                    |   |  |                    |                              | Execution if any |   |                   | a. Deemed<br>ecution Date,<br>any<br>onth/Day/Year) |  | Transaction Disposed Code (Instr. 5) |                               | ities Acquired (A)<br>d Of (D) (Instr. 3,   |  |        | 4 and Second Ben Owr                      |  | mount of<br>urities<br>eficially<br>ned Following   |                      | wnership<br>n: Direct<br>or Indirect<br>nstr. 4)                  | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership                |
|  |   |  |                    |                              |                  | Code  | v                 | Amount  | (A<br>(I   | A) or<br>D)                          | Price                         | Ti  | Reported<br>Transaction(s)<br>(Instr. 3 and 4) |        |   |  | (Instr. 4)  |                      |   |  |
| Common   | /2006   |  |                    | A <sup>(1)</sup>             |                  | 53  | A                 |   | \$(  | )                                    | 5,153                         |   |  | D      |   |  |   |                      |   |  |
|  |   | Та   | ble II - De<br>(e. |                              |                  |   |                   |   |  |                                      | sed of,<br>onvertib           |   |  |        | / Owr                                     | ned  |   |                      |   |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                              | vative Conversion Date Execution<br>urity or Exercise (Month/Day/Year) if any |  |                    | Date, Transaction Code (Inst |                  |   |                   |   | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                                      |                               | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr.<br>and 4) |  | str. 3 | 8. Price<br>Deriva<br>Securi<br>(Instr. ! | vative (<br>urity (<br>r. 5)   I   | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | F<br>[               | Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  |   |  | Code               | v                            | (A)              |   | Date<br>Exercisal |   | Expiration<br>Date   | Title                                | Amo<br>or<br>Nun<br>of<br>Sha | ber   |  |        |   |  |   |                      |   |  |

## Explanation of Responses:

 $1.\ Granted\ pursuant\ to\ Chicago\ Mercantile\ Exchange\ Holdings\ Inc.\ 2005\ Director\ Stock\ Plan.$ 

/s/Margaret C. Austin, Attorney in Fact

08/29/2006

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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.