

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

NYMEX HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

13-4098266
(I.R.S. Employer or Identification No.)

One North End Avenue
World Financial Center
New York, New York
(Address of principal executive offices)

10282-1101
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered

None

Name of each exchange on which each class is to be registered

Not Applicable

If this Form 8-A relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(c), please check the following box.

If this Form 8-A relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is to become effective General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-138126

Securities to be registered pursuant to Section 12(g) of the Act: Up to a maximum of 6,484,800 shares of Series B Common Stock, par value \$0.01 per share.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. **Description of Registrant's Securities to be Registered.**

For a description of the securities to be registered hereunder, reference is made to the information set forth under the heading "Description of Capital Stock" in the Registrant's Prospectus, which constitutes a part of the Registrant's Registration Statement on Form S-1, as amended (File No. 333-138126) (the "Registration Statement"), filed under the Securities Act of 1933, as amended, which information is hereby incorporated herein by reference.

Item 2. **Exhibits.**

- 3.1 Form of Amended and Restated Certificate of Incorporation of NYMEX Holdings, Inc. (incorporated herein by reference to Exhibit 3.1 of Form S-1 (file no. 333-135800)).
- 3.2 Form of COMEX Transaction Amendment (incorporated herein by reference to Exhibits B and C to Exhibit 10.1 of Current Report on Form 8-K, dated September 26, 2006).
- 3.3. Form of Amended and Restated By-laws of NYMEX Holdings, Inc. (incorporated herein by reference to Exhibit 3.2 of Form S-1 (file no. 333-135800)).
- 4.1 Form of Common Stock certificate for NYMEX Holdings, Inc. (incorporated herein by reference to Exhibit 4.1 of Form S-1 (file no. 333-135800)).
- 4.2 Form of B-1 Common Stock certificate for NYMEX Holdings, Inc.
- 4.3 Form of B-2 Common Stock certificate for NYMEX Holdings, Inc.
- 4.4 Form of B-3 Common Stock certificate for NYMEX Holdings, Inc.
- 10.15 COMEX Transaction Agreement, by and among NYMEX Holdings, Inc., NYMEX Exchange, Inc., Commodity Exchange, Inc. and the Governors Committee of the COMEX Division (incorporated herein by reference to Exhibit 10.1 of Current Report on Form 8-K filed on September 26, 2006).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

NYMEX Holdings, Inc.
(Registrant)

Dated: November 9, 2006

By: /s/ Christopher K. Bowen
Name: Christopher K. Bowen
Title: General Counsel, Chief Administrative Officer and Secretary

Series B-1 Common
Stock
Par value \$.01
NUMBER
[GRAPHIC]
[NH]

Series B-1 Common
Stock
Par Value \$.01
SHARES
[GRAPHIC]

NYMEX HOLDINGS, INC.

INCORPORATED UNDER THE
LAWS OF THE STATE OF
DELAWARE

CUSIP 62948N 50 0

SEE REVERSE FOR CERTAIN DEFINITIONS

This is to Certify that

is the owner of

FULLY PAID AND NON-ASSESSABLE SHARES OF SERIES B-1 COMMON STOCK, PAR VALUE \$.01, OF

NYMEX Holdings, Inc. (the "Corporation") transferable only on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this Certificate properly endorsed.

The shares represented by this Certificate are issued and held subject to all of the restrictions, conditions and provisions set forth in the charter of the Corporation, to all of which the holder hereof agrees by the acceptance of this Certificate.

This Certificate is not valid unless countersigned and registered by the Transfer Agent and Registrar.

WITNESS the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

Dated:

[CORPORATE SEAL]

/s/ Christopher Bowen

GENERAL COUNSEL, CHIEF ADMINISTRATIVE OFFICER
AND SECRETARY

/s/ James Newsome

PRESIDENT AND CHIEF EXECUTIVE OFFICER

COUNTERSIGNED AND REGISTERED:

American Stock Transfer & Trust Co
TRANSFER AGENT AND REGISTRAR

BY _____

AUTHORIZED SIGNATURE

[Reverse of Certificate]
NYMEX HOLDINGS, INC.

NYMEX Holdings, Inc. will furnish without charge to each stockholder who so requests a copy of the designations, powers, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights. Any such requests may be addressed to the Secretary of NYMEX Holdings, Inc. or to the Transfer Agent and Registrar named on the face of this Certificate.

The following abbreviations, when used in the inscription on the face of this Certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common
TEN ENT - as tenants by the entireties
JT TEN - as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT- _____ Custodian _____
(Cust) (Minor)
under Uniform Gifts to Minors
Act _____
(State)

Additional abbreviations may also be used though not in the above list.

For Value Received, _____ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER
IDENTIFYING NUMBER OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE OF ASSIGNEE)

_____ Shares
of the capital stock represented by the within certificate, and do hereby irrevocably constitute and appoint

_____ Attorney

to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated _____

NOTICE: THE SIGNATURE(S) TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME(S) AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATEVER.

SIGNATURE(S) GUARANTEED:

THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM), PURSUANT TO S.E.C. RULE 17Ad-15.

KEEP THIS CERTIFICATE IN A SAFE PLACE. IF IT IS LOST, STOLEN, MUTILATED OR DESTROYED THE COMPANY MAY REQUIRE A BOND OF INDEMNITY AS A CONDITION TO THE ISSUANCE OF A REPLACEMENT CERTIFICATE.

Series B-2 Common
Stock
Par value \$.01
NUMBER
[GRAPHIC]
[NH]

Series B-2 Common
Stock
Par Value \$.01
SHARES
[GRAPHIC]

NYMEX HOLDINGS, INC.

INCORPORATED UNDER
THE LAWS OF THE
STATE OF DELAWARE

CUSIP 62948N 60 9

SEE REVERSE FOR CERTAIN DEFINITIONS

This is to Certify that

is the owner of

FULLY PAID AND NON-ASSESSABLE SHARES OF SERIES B-2 COMMON STOCK, PAR VALUE \$.01, OF

NYMEX Holdings, Inc. (the "Corporation") transferable only on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this Certificate properly endorsed.

The shares represented by this Certificate are issued and held subject to all of the restrictions, conditions and provisions set forth in the charter of the Corporation, to all of which the holder hereof agrees by the acceptance of this Certificate.

This Certificate is not valid unless countersigned and registered by the Transfer Agent and Registrar.

WITNESS the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

Dated:

[CORPORATE SEAL]

/s/ Christopher Bowen

GENERAL COUNSEL, CHIEF ADMINISTRATIVE OFFICER AND SECRETARY

/s/ James Newsome

PRESIDENT AND CHIEF EXECUTIVE OFFICER

COUNTERSIGNED AND REGISTERED:
American Stock Transfer & Trust Co
TRANSFER AGENT AND REGISTRAR

BY _____

AUTHORIZED SIGNATURE

[Reverse of Certificate]
NYMEX HOLDINGS, INC.

NYMEX Holdings, Inc. will furnish without charge to each stockholder who so requests a copy of the designations, powers, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights. Any such requests may be addressed to the Secretary of NYMEX Holdings, Inc. or to the Transfer Agent and Registrar named on the face of this Certificate.

The following abbreviations, when used in the inscription on the face of this Certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM	- as tenants in common	UNIF GIFT MIN ACT-	_____	Custodian	_____
TEN ENT	- as tenants by the entireties		(Cust)		(Minor)
JT TEN	- as joint tenants with right of survivorship and not as tenants in common			under Uniform Gifts to Minors	
			Act	_____	
				(State)	

Additional abbreviations may also be used though not in the above list.

For Value Received, _____ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER
IDENTIFYING NUMBER OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE OF ASSIGNEE)

of the capital stock represented by the within certificate, and do hereby irrevocably constitute and appoint

Shares

to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Attorney

Dated _____

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Series B-3 Common
Stock
Par value \$.01
NUMBER
[GRAPHIC]

Series B-3 Common
Stock
Par Value \$.01
SHARES
[GRAPHIC]

[NH]

NYMEX HOLDINGS, INC.

INCORPORATED UNDER THE
LAWS OF THE STATE OF
DELAWARE

CUSIP 62948N 70 8

SEE REVERSE FOR CERTAIN DEFINITIONS

This is to Certify that

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FULLY PAID AND NON-ASSESSABLE SHARES OF SERIES B-3 COMMON STOCK, PAR VALUE \$.01, OF

NYMEX Holdings, Inc. (the "Corporation") transferable only on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this Certificate properly endorsed.

The shares represented by this Certificate are issued and held subject to all of the restrictions, conditions and provisions set forth in the charter of the Corporation, to all of which the holder hereof agrees by the acceptance of this Certificate.

This Certificate is not valid unless countersigned and registered by the Transfer Agent and Registrar.

WITNESS the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

Dated:

[CORPORATE SEAL]

/s/ Christopher Bowen

GENERAL COUNSEL, CHIEF ADMINISTRATIVE OFFICER AND SECRETARY

/s/ James Newsome

PRESIDENT AND CHIEF EXECUTIVE OFFICER

COUNTERSIGNED AND REGISTERED:

American Stock Transfer & Trust Co
TRANSFER AGENT AND REGISTRAR

BY _____

AUTHORIZED SIGNATURE

[Reverse of Certificate]
NYMEX HOLDINGS, INC.

NYMEX Holdings, Inc. will furnish without charge to each stockholder who so requests a copy of the designations, powers, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights. Any such requests may be addressed to the Secretary of NYMEX Holdings, Inc. or to the Transfer Agent and Registrar named on the face of this Certificate.

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JT TEN - as joint tenants with right of survivorship and not as tenants in common

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(Cust) (Minor)
under Uniform Gifts to Minors
Act _____
(State)

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PLEASE INSERT SOCIAL SECURITY OR OTHER
IDENTIFYING NUMBER OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE OF ASSIGNEE)

of the capital stock represented by the within certificate, and do hereby irrevocably constitute and appoint

Shares

Attorney

to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

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