

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 | |
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|---|--|--|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person* <u>OLIFF JAMES E</u> _____ (Last) (First) (Middle) <u>20 S. WACKER DR</u> _____ (Street) <u>CHICAGO IL 60606</u> _____ (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol <u>CHICAGO MERCANTILE EXCHANGE HOLDINGS INC [CME]</u> | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) | | |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/10/2006</u> | | | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | 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 | | |

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 Class A | 02/10/2006 | | S | | 25 ⁽¹⁾⁽²⁾ | D | \$391.99 | 5,773 | D | |
| Common Stock Class A | 02/10/2006 | | S | | 25 ⁽¹⁾⁽²⁾ | D | \$393.14 | 5,748 | D | |
| Common Stock Class A | 02/10/2006 | | S | | 25 ⁽¹⁾ | D | \$393.57 | 5,723 | D | |
| Common Stock Class A | 02/10/2006 | | S | | 25 ⁽¹⁾ | D | \$393.97 | 5,698 | D | |
| Common Stock Class A | 02/10/2006 | | S | | 25 ⁽¹⁾ | D | \$394.01 | 5,673 | D | |
| Common Stock Class A | 02/10/2006 | | S | | 25 ⁽¹⁾ | D | \$394.65 | 5,648 | D | |
| Common Stock Class A | 02/10/2006 | | S | | 25 ⁽¹⁾ | D | \$394.68 | 5,623 | D | |
| Common Stock Class A | 02/10/2006 | | S | | 25 ⁽¹⁾ | D | \$395.01 | 5,598 | D | |
| Common Stock Class A | 02/10/2006 | | S | | 25 ⁽¹⁾ | D | \$395.34 | 5,573 | D | |
| Common Stock Class A | 02/10/2006 | | S | | 25 ⁽¹⁾ | D | \$396.75 | 5,548 | 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) | | 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 | (A) | (D) | | | | | |

Explanation of Responses:

- This sale was completed pursuant to the terms of a pre-arranged trading plan established in accordance with Rule 10b5-1.
- On November 8, 2005, due to an error, Mr. Oliff's broker purchased 33 shares of Class A common stock of Chicago Mercantile Exchange Holdings Inc. at a price of \$388.50 for a diversified investment account. Upon realizing the error, Mr. Oliff sold these shares at a lower price. However, in accordance with Section 16(b) of the Securities Exchange Act of 1934, we have disgorged from Mr. Oliff his imputed profit of \$260.97 on his sale of 33 shares.

/s/Kathleen M. Cronin,
Attorney in Fact

02/13/2006

** 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.