

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM S-1
REGISTRATION STATEMENT***Under The Securities Act of 1933***CBOT Holdings, Inc.**

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)**6200**
(Primary Standard Industrial
Classification Code Number)**36-4468986**
(I.R.S. Employer
Identification Number)**141 West Jackson Boulevard
Chicago, Illinois 60604
(312) 435-3500**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Carol A. Burke
Executive Vice President and General Counsel
CBOT Holdings, Inc. and
Board of Trade of the City of Chicago, Inc.
141 West Jackson Boulevard
Chicago, Illinois 60604
(312) 435-3500

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:***Joseph P. Gromacki**
Jenner & Block LLP
One IBM Plaza
Chicago, Illinois 60611
(312) 222-9350**Richard A. Drucker**
Davis Polk & Wardwell
450 Lexington Avenue
New York, New York 10017
(212) 450-4000**Approximate date of commencement of proposed sale to public:** As promptly as practicable after this registration statement becomes effective.If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-124730If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. If delivery of this prospectus is expected to be made pursuant to Rule 434, check the following box. **CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee
Class A common stock, \$0.001 par value per share (including associated preferred share purchase rights issued in connection with the shareholder rights plan)	\$ 25,691,448	\$ 3,024(3)

(1) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(o) under the Securities Act.

(2) Includes shares that the underwriters have the option to purchase to cover over-allotments, if any.

(3) The registrant previously registered an aggregate of \$172,500,000 of Class A common stock (including the related rights) on a registration statement on Form S-1 (File No. 333-124730) and in connection therewith paid a filing fee of \$20,304.

This registration statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act of 1933.

EXPLANATORY NOTE

This registration statement is being filed by CBOT Holdings, Inc. pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"). The contents of the registration statement on Form S-1 (File No. 333-124730), including the exhibits thereto, which was declared effective by the Commission on October 18, 2005, are incorporated by reference into this registration statement in their entirety and are deemed to be a part of this registration statement.

Signature

Title

*

Director

James P. McMillin

*

Director

Nickolas J. Neubauer

*

Director

C.C. Odom, II

*

Director

M.B. Oglesby, Jr.

*

Director

Frank S. Serrino

*

Director

Michael D. Walter

*

Director

Charles M. Wolin

*By:

/s/ CAROL A. BURKE

Carol A. Burke
Attorney-in-Fact

EXHIBIT INDEX

All exhibits filed with or incorporated by reference in Registration Statement No. 333-124730 are incorporated by reference into, and shall be deemed part of, this registration statement, except the following, which is filed herewith.

<u>Exhibit Number</u>	<u>Description</u>
23.1	Consent of Deloitte & Touche LLP.

Deloitte & Touche USA LLP

111 S. Wacker Drive
Chicago, IL 60606-4301
USA
Tel: + 1 312 486 1000
Fax: +1 312 486 1486
www.deloitte.com

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated March 2, 2005, September 1, 2005 as to Note 14 (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the restatement described in Note 14), relating to the consolidated financial statements of the Board of Trade of the City of Chicago, Inc. and its subsidiaries, contained in Registration Statement No. 333-124730 of CBOT Holdings, Inc. on Form S-1.

/s/ Deloitte & Touche LLP

October 19, 2005

Member of
Deloitte Touche Tohmatsu