SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 and Address of Reporting Person[*] **GILL PHUPINDER** (Last) (First) (Middle) **20 S. WACKER DR.** (Street) **CHICAGO** **IL** **60606** (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol **CHICAGO MERCANTILE EXCHANGE HOLDINGS INC** [CME] 3. Date of Earliest Transaction (Month/Day/Year) **12/12/2005** 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) **President & COO** 6. Individual or Joint/Group Filing (Check Applicable Line) X 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	12/12/2005		M		15,000	A	$22	21,970	D	
Common Stock Class A	12/12/2005		S		500[1]	D	$364.89	21,470	D	
Common Stock Class A	12/12/2005		S		100[1]	D	$364.94	21,370	D	
Common Stock Class A	12/12/2005		S		200[1]	D	$365	21,170	D	
Common Stock Class A	12/12/2005		S		300[1]	D	$365.01	20,870	D	
Common Stock Class A	12/12/2005		S		200[1]	D	$365.03	20,670	D	
Common Stock Class A	12/12/2005		S		200[1]	D	$365.1	20,470	D	
Common Stock Class A	12/12/2005		S		100[1]	D	$365.11	20,370	D	
Common Stock Class A	12/12/2005		S		100[1]	D	$365.15	20,270	D	
Common Stock Class A	12/12/2005		S		100[1]	D	$365.16	20,170	D	
Common Stock Class A	12/12/2005		S		200[1]	D	$365.18	19,970	D	
Common Stock Class A	12/12/2005		S		200[1]	D	$365.19	19,770	D	
Common Stock Class A	12/12/2005		S		300[1]	D	$365.2	19,470	D	
Common Stock Class A	12/12/2005		S		200[1]	D	$365.21	19,270	D	
Common Stock Class A	12/12/2005		S		100[1]	D	$365.28	19,170	D	
Common Stock Class A	12/12/2005		S		200[1]	D	$365.35	18,970	D	
Common Stock Class A	12/12/2005		S		300[1]	D	$365.45	18,670	D	
Common Stock Class A	12/12/2005		S		200[1]	D	$365.49	18,470	D	
Common Stock Class A	12/12/2005		S		200[1]	D	$365.5	18,270	D	
Common Stock Class A	12/12/2005		S		100[1]	D	$366.4	18,170	D	
Common Stock Class A	12/12/2005		S		100[1]	D	$366.42	18,070	D	
Common Stock Class A	12/12/2005		S		200[1]	D	$366.48	17,870	D	
Common Stock Class A	12/12/2005		S		200[1]	D	$366.49	17,670	D	
Common Stock Class A	12/12/2005		S		100[1]	D	$366.78	17,570	D	
Common Stock Class A	12/12/2005		S		200[1]	D	$366.79	17,370	D	
Common Stock Class A	12/12/2005		S		200[1]	D	$366.82	17,170	D	
Common Stock Class A	12/12/2005		S		200[1]	D	$366.99	16,970	D	
Common Stock Class A	12/12/2005		S		200[1]	D	$367.23	16,770	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (Right to buy)	$22	12/12/2005		M			15,000	05/07/2005[2]	05/07/2011	Common Stock Class A	15,000	$22	68,000	D	

Explanation of Responses:

1. This sale was completed pursuant to the terms of a pre-arranged trading plan established in accordance with Rule 10b5-1.

2. As of May 7, 2005 this option grant was 100% vested.

Kathleen M. Cronin, Attorney in Fact

12/13/2005

** 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.

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