

CBOE Holdings, Inc.
Form 4
March 02, 2017

FORM 4

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
O'Connell Gerald T

(Last) (First) (Middle)

C/O CBOE HOLDINGS, INC., 400
SOUTH LASALLE STREET

(Street)

CHICAGO, IL 60605

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CBOE Holdings, Inc. [CBOE]

3. Date of Earliest Transaction
(Month/Day/Year)

02/28/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
__X__ Officer (give title _____ Other (specify
below) below)

Former Executive VP and CIO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <u>(1)</u>	02/28/2017		M		1,830	A	11	68,443	D	
Common Stock <u>(2)</u>	02/28/2017		F		837	D	\$ 78.05	67,606	D	
Common Stock <u>(1)</u>	02/28/2017		M		3,668	A	11	71,274	D	
Common Stock <u>(2)</u>	02/28/2017		F		1,677	D	\$ 78.05	69,597	D	
Common Stock <u>(1)</u>	02/28/2017		M		4,229	A	11	73,826	D	

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Common Stock ⁽²⁾ 02/28/2017 F 1,933 D \$ 78.05 71,893 D

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit	<u>(3)</u>	02/28/2017		M	1,830	02/28/2017 02/28/2017	Common Stock 1,830
Restricted Stock Unit	<u>(3)</u>	02/28/2017		M	3,668	02/28/2017 02/28/2017	Common Stock 3,668
Restricted Stock Unit	<u>(3)</u>	02/28/2017		M	4,229	02/28/2017 02/28/2017	Common Stock 4,229

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
O'Connell Gerald T C/O CBOE HOLDINGS, INC. 400 SOUTH LASALLE STREET CHICAGO, IL 60605	Former Executive VP and CIO

Signatures

/s/ Patrick Sexton 03/02/2017

**Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
 - Represents shares of the Issuer's common stock issued to the Reporting Person pursuant to the terms of the Reporting Person's retirement agreement with the Issuer which provided for the accelerated vesting of the restricted stock unit awards that were awarded to the Reporting Person.
 - (1) Represents shares of the Issuer's common stock withheld to satisfy the Issuer's tax withholding obligations upon the accelerated vesting of restricted stock unit awards and the issuance of underlying shares of the Issuer's common stock.
 - (2) Represents shares of the Issuer's common stock withheld to satisfy the Issuer's tax withholding obligations upon the accelerated vesting of restricted stock unit awards and the issuance of underlying shares of the Issuer's common stock.
 - (3) Each restricted stock unit represents a contingent right to receive one share of CBOE Holdings, Inc. common stock.

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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