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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Pursuant to its Certificate of Incorporation, the Board of Directors of Chicago Mercantile Exchange Holdings Inc. (the "Company") is required to include three directors elected by its Class B-1 shareholders, two directors elected by its Class B-2 shareholders and one director elected by its Class B-3 shareholders. The process for selecting nominees to fill these directorships is set forth in Article IV of the Company's Second Amended and Restated Bylaws (the "Bylaws"). Specifically, nominating committees for each of the respective classes were required to select two candidates for each open directorship. In addition, the nominating committees were required to select ten candidates for election to the applicable nominating committee at the next annual meeting of shareholders. On March 2, 2005, the Board of Directors approved an amendment to the Bylaws to change the requirement so that the nominating committees may select up to two candidates for each directorship and up to ten candidates for each nominating committee for election at the next annual meeting of shareholders. We believe the amendment provides greater flexibility in our Class B nominating process. To reflect this amendment, the Bylaws have been amended and restated. A copy of the Third Amended and Restated Bylaws is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Chicago Mercantile Exchange Holdings Inc.

*March 4, 2005*

By: *Kathleen M. Cronin*

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*Name: Kathleen M. Cronin  
Title: Managing Director, General Counsel and Corporate  
Secretary*

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Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Third Amended and Restated Bylaws of Chicago Mercantile Exchange Holdings Inc.