

CBOE Holdings, Inc.  
Form 4  
March 02, 2017

**FORM 4**

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

OMB APPROVAL

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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

(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  
 Officer (give title below)  Other (specify below)  
Former Executive VP and CIO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)
				(A) or (D) Code V Amount (D) Price			
Common Stock <u>(1)</u>	02/28/2017		M	1,830 A <u>(1)</u>	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 <u>(1)</u>	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 <u>(1)</u>	73,826	D	

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Common Stock <sup>(2)</sup> 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.

**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 control number.** SEC 1474 (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)	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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.