

CBOE Holdings, Inc.  
Form 4  
February 22, 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**

OMB  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Dean Alan J

(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)

02/19/2017

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)  
Executive VP, CFO & Treasurer

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	02/19/2017		M		2,337	A	\$ 80.94	60,376	D	
Common Stock	02/19/2017		M		2,088	A	\$ 80.94	62,464	D	
Common Stock	02/19/2017		M		2,265	A	\$ 80.94	64,729	D	
Common Stock	02/19/2017		F		727	D	\$ 80.94	64,002	D	
Common Stock	02/19/2017		F		816	D	\$ 80.94	63,186	D	

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Common Stock      02/19/2017      F      1,036      D      \$ 80.94      62,150      D

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

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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)
				Code	V      (A)      (D)	Date Exercisable      Expiration Date	Title      Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	02/19/2017		M	2,337	02/19/2017 <u>(2)</u>	Common Stock      2,337
Restricted Stock Units	<u>(1)</u>	02/19/2017		M	2,088	02/19/2017 <u>(3)</u>	Common Stock      2,088
Restricted Stock Units	<u>(1)</u>	02/19/2017		M	2,265	02/19/2017 <u>(4)</u>	Common Stock      2,265
Restricted Stock Units	<u>(1)</u>	02/19/2017		A	5,224	<u>(5)</u> <u>(5)</u>	Common Stock      5,224
Restricted Stock Units	<u>(1)</u>	02/19/2017		A	10,448	<u>(5)</u> <u>(5)</u>	Common Stock      10,448

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director      10% Owner      Officer      Other
Dean Alan J C/O CBOE HOLDINGS, INC. 400 SOUTH LASALLE STREET CHICAGO, IL 60605	Executive VP, CFO & Treasurer

## Signatures

/s/ Patrick Sexton,  
attorney-in-fact

02/22/2017

\_\_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).
- (1) Each restricted stock unit represents a contingent right to receive one share of CBOE Holdings, Inc. common stock.
- (2) The restricted stock units vest in three equal annual installments, which began on February 19, 2015.
- (3) The restricted stock units vest in three equal annual installments, which began on February 19, 2016.
- (4) The restricted stock units vest in three equal annual installments, which began on February 19, 2017.
- (5) The restricted stock units vest in three equal annual installments beginning on February 19, 2018.

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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