

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  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Provost Edward L

(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 below) \_\_\_\_ Other (specify  
below)

President and 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 Ownership (Instr. 4)
Common Stock	02/19/2017		M	3,324 A	\$ 80.94	77,238	D
Common Stock	02/19/2017		M	3,564 A	\$ 80.94	80,802	D
Common Stock	02/19/2017		M	4,247 A	\$ 80.94	85,049	D
Common Stock	02/19/2017		F	1,520 D	\$ 80.94	83,529	D
Common Stock	02/19/2017		F	1,629 D	\$ 80.94	81,900	D

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Common Stock      02/19/2017      F      1,941      D      \$ 80.94      79,959      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			3,324	02/19/2017	<u>(2)</u>	Common Stock	3,324
Restricted Stock Units	<u>(1)</u>	02/19/2017		M			3,564	02/19/2017	<u>(3)</u>	Common Stock	3,564
Restricted Stock Units	<u>(1)</u>	02/19/2017		M			4,247	02/19/2017	<u>(4)</u>	Common Stock	4,247
Restricted Stock Units	<u>(1)</u>	02/19/2017		A		9,795		<u>(5)</u>	<u>(5)</u>	Common Stock	9,795

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
Provost Edward L C/O CBOE HOLDINGS, INC. 400 SOUTH LASALLE STREET CHICAGO, IL 60605	President and COO

## 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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