

GAER SAMUEL H
Form 4
August 27, 2008

FORM 4

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

OMB APPROVAL

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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 *
GAER SAMUEL H

(Last) (First) (Middle)

ONE NORTH END AVENUE, WORLD FINANCIAL CENTER

(Street)

NEW YORK, NY 10282

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NYMEX HOLDINGS INC [NMX]

3. Date of Earliest Transaction (Month/Day/Year)
08/22/2008

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)
Chief Information Officer, EVP

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	08/22/2008		D	2,800 D \$ 0 ⁽¹⁾	0	D	
Common Stock	08/22/2008		M	7,600 A \$ 0 ⁽²⁾	7,600	D	
Common Stock	08/22/2008		F	2,873 ⁽⁵⁾ D \$ 81.15	4,727	D	
Common Stock	08/22/2008		D	4,727 D \$ 0 ⁽⁶⁾	0	D	

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

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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	(2)	08/22/2008		M	7,600	(3) (3)	Common Stock 7,600
Stock Option (right to buy)	\$ 59	08/22/2008		M ⁽⁷⁾	56,250	(8) 11/17/2014	Common Stock 56,250
Stock Option (right to buy)	\$ 118.97	08/22/2008		M ⁽⁹⁾	16,900	(10) 01/09/2016	Common Stock 16,900

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAER SAMUEL H ONE NORTH END AVENUE WORLD FINANCIAL CENTER NEW YORK, NY 10282			Chief Information Officer, EVP	

Signatures

/s/Samuel Gaer 08/27/2008

**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).
Pursuant to the merger agreement by and among CME Group Inc., CME NY Inc., NYMEX Holdings, Inc. and New York Mercantile Exchange, Inc. (the "Merger Agreement"), each share of NYMEX Holdings common stock was converted into the right to receive either
 - (1) (a) \$81.16 in cash or (b) 0.2378 of CME Group Inc. Class A common stock, subject to proration to preserve the mandatory aggregate cash consideration amount of approximately \$3.4 billion, after taking into account all of the elections made by all of the NYMEX Holdings stockholders.
 - (2) Each restricted stock unit represents a contingent right to receive one share of NYMEX Holdings, Inc. common stock.
 - (3) The accelerated vesting of the restricted stock units is due to the consummation of the transaction between CME Group Inc., CME NY Inc., NYMEX Holdings, Inc. and New York Mercantile Exchange, Inc.
 - (4) Not applicable.
 - (5) Mr. Gaer surrendered shares to the Company in order to fulfill tax withholding obligations upon the vesting of restricted stock on August 22, 2008.
 - (6) Disposed of pursuant to Merger Agreement at an exchange ratio of 0.2378 shares of CME Group Inc. Class A common stock for each share of NYMEX Holdings, Inc. common stock.
 - (7) Converted into options to purchase 13,376 shares of CME Group Class A common stock at an exercise price of \$248.11 per share.
 - (8) The option vests in four equal annual installments beginning on November 17, 2007, subject to additional terms contained in the grant and, if applicable, other contracts.
 - (9) Converted into options to purchase 4,018 shares of CME Group Class A common stock at an exercise price of \$500.30 per share.
 - (10) The option vests in four equal annual installments beginning on January 9, 2009, subject to additional terms contained in the grant and, if applicable, other contracts.

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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