

FORD WILLIAM E
Form 4
August 26, 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 *
FORD WILLIAM E

(Last) (First) (Middle)

GENERAL ATLANTIC SERVICE COMPANY, LLC, 3 PICKWICK PLAZA

(Street)

GREENWICH, CT 06830

(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)

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/22/2008		D		5,730,239	D	<u>(5)</u> <u>(6)</u> 0	I	See footnote (1)
Common Stock	08/22/2008		D		93,886	D	<u>(5)</u> <u>(6)</u> 0	I	See footnote (2)
Common Stock	08/22/2008		D		336,551	D	<u>(5)</u> <u>(6)</u> 0	I	See footnote (3)
Common Stock	08/22/2008		D		82,275	D	<u>(5)</u> <u>(6)</u> 0	I	See

Stock								footnote (4)
Common Stock	08/22/2008		M	1,262	A	\$ 0 (7)	1,262	D
Common Stock	08/22/2008		D	1,262	D	\$ 0 (10)	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)	8. Pr Deriv Secur (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Units	(7)	08/22/2008		M	1,262	(8)	(8)	Common Stock	1,262

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FORD WILLIAM E
GENERAL ATLANTIC SERVICE COMPANY, LLC
3 PICKWICK PLAZA
GREENWICH, CT 06830

X

Signatures

/s/ William E.
Ford

08/25/2008

**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).
- (1) By General Atlantic Partners 82, L.P. ("GAP 82"). *See* footnote 5 and footnote 6.
- (2) By GapStar, LLC ("GapStar"). *See* footnote 5 and footnote 6.
- (3) By GAP Coinvestments III, LLC ("GAPCO III"). *See* footnote 5 and footnote 6.
- (4) By GAP Coinvestments IV, LLC ("GAPCO IV"). *See* footnote 5 and footnote 6.

(5) Disposed of 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") for (A) (i) \$36.00 plus (ii) the product of (a) 0.1323 and (b) the average closing sale price, rounded to four decimal places, of Class A common stock, par value \$0.01 per share, of CME Group Inc. ("CME Group Common Stock") on the Nasdaq Global Select Market (as reported in the Wall Street Journal, New York City edition) for the period of ten consecutive trading days ending on the second full trading day prior to the Effective Time (as such term is defined in the Merger Agreement) (the "Average CME Group Share Price") in cash (the "Per Share Cash Consideration") or (B) a number of shares of CME Group Common Stock equal to the Per Share Cash Consideration divided by the Average CME Group Share Price, for each share of NYMEX Holdings, Inc. common stock. *See* footnote 6.

(6) General Atlantic LLC ("GA LLC") is the general partner of GAP 82 and the sole member of GapStar. The managing members of GAPCO III and GAPCO IV are Managing Directors of GA LLC. Mr. Ford is Chief Executive Officer and a Managing Director of GA LLC, and disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein. Mr. Ford has no pecuniary interest in the shares of the issuer owned by GAPCO GmbH & Co. KG and GAP Coinvestments CDA, L.P.

- (7) Each deferred stock unit represents a contingent right to receive one share of NYMEX Holdings, Inc. common stock.
- (8) The accelerated vesting of the deferred 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.
- (9) Not applicable.

(10) Disposed of pursuant to the merger agreement by and among CME Group Inc., CME NY Inc., NYMEX Holdings, Inc. and New York Mercantile Exchange, Inc. 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.

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.