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CHICAGO MERCANTILE EXCHANGE HOLDINGS INC

Form 8-K

May 16, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported)
May 15, 2002

CHICAGO MERCANTILE EXCHANGE HOLDINGS INC.

(Exact Name of Registrant as Specified in Charter)

Delaware	000-32645	36-4459170
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(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

30 South Wacker Drive, Chicago, Illinois	60606
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(Address of Principal Executive Office)	(Zip Code)

Registrant's telephone number, including area code: (312) 930-1000

N/A

(Former Name or Former Address, if Changed Since Last Report)

ITEM 5. Other Events.

At the annual meeting of shareholders of Chicago Mercantile Exchange Holdings Inc. (the "Company"), held on April 17, 2002, the shareholders of the Company voted to adopt an amendment to the Company's certificate of incorporation (the "Amendment"). The Amendment authorized an increase in the size of the Board of Directors from 19 to 20 members. The Amendment, as filed with the Secretary of State of the State of Delaware, is filed as Exhibit 3.2 hereto.

In addition, in connection with the adoption of the Amendment, the Board of Directors of the Company adopted an amendment to the Company's Bylaws. The Amended and Restated Bylaws of the Company are filed as Exhibit 3.3 hereto.

ITEM 7. Financial Statements, Pro Forma Financial Information and Exhibits.

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(c) Exhibits.

Exhibit Number -----	Description -----
3.1	Amended and Restated Certificate of Incorporation of Chicago Mercantile Exchange Holdings Inc. (incorporated by reference to Exhibit 3.1 to Chicago Mercantile Exchange Holdings Inc.'s Current Report on Form 8-K, filed with the SEC on December 4, 2001, File No. 0-32645).
3.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Chicago Mercantile Exchange Holdings Inc.
3.3	Amended and Restated Bylaws of Chicago Mercantile Exchange Holdings Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHICAGO MERCANTILE EXCHANGE HOLDINGS INC.
Registrant

Date: May 15, 2002

By: /s/ C.S. Donohue

Craig S. Donohue
Managing Director and
Chief Administrative Officer