

CME GROUP INC.  
Form 4  
September 16, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Harley Jill A

(Last) (First) (Middle)  
20 S. WACKER DRIVE  
(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CME GROUP INC. [CME]

3. Date of Earliest Transaction (Month/Day/Year)  
09/14/2014

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)  
MD & CAO

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)	Price		
Common Stock Class A	09/14/2014		F	176 <sup>(1)</sup>	D \$ 79.33	10,624	D
Common Stock Class A	09/15/2014		F	259 <sup>(2)</sup>	D \$ 79.82	10,365	D
Common Stock Class A	09/15/2014		A	2,404	A \$ 0	12,769	D
Common Stock Class	09/15/2014		M	1,225	A \$ 54.37	13,994	D

Edgar Filing: CME GROUP INC. - Form 4

A	Common Stock Class 09/15/2014 A	S	<u>1,225</u> (3)	D	\$ 80	12,769	D
A	Common Stock Class 09/15/2014 A	M	1,350	A	\$ 54.3	14,119	D
A	Common Stock Class 09/15/2014 A	S	<u>1,350</u> (3)	D	\$ 80	12,769	D
A	Common Stock Class 09/15/2014 A	S	245 <u>(3)</u>	D	\$ 80	12,524	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 54.3	09/15/2014		M	1,350	09/15/2011 <sup>(4)</sup> 09/15/2020	Common Stock Class A
Non-Qualified Stock Option (right to buy)	\$ 54.37	09/15/2014		M	1,225	09/15/2012 <sup>(5)</sup> 09/15/2021	Common Stock Class A

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Harley Jill A  
20 S. WACKER DRIVE  
CHICAGO, IL 60606

MD & CAO

## Signatures

By: Margaret Austin Wright For: Jill A.  
Harley

09/16/2014

\_\_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) Ms. Harley surrendered shares to the Company in order to fulfill tax withholding obligations upon the vesting of restricted stock on 9/14/2014.
- (2) Ms. Harley surrendered shares to the Company in order to fulfill tax withholding obligations upon the vesting of restricted stock on 9/15/2014.
- (3) This sale was completed pursuant to the terms of a pre-arranged trading plan established in accordance with Rule 10b5-1.
- (4) These options were granted on September 15, 2010. They vest over a four year period, with 25% vesting one year after the grant date and 25% vesting on that same date in each of the following three years, subject to acceleration or termination in certain circumstances.
- (5) These options were granted on September 15, 2011. They vest over a four year period, with 25% vesting one year after the grant date and 25% vesting on that same date in each of the following three years, subject to acceleration or termination in certain circumstances.

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.