

CME GROUP INC.
Form 4
May 22, 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 *
Piell Hilda Harris

(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)
05/22/2014

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)
SR MD and Chief HR Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock Class A | 05/22/2014 | | M | 1,500 | \$ 56.87 | 22,635 | D |
| Common Stock Class A | 05/22/2014 | | S | <u>1,500</u> ⁽¹⁾ | \$ 70 | 21,135 | D |
| Common Stock Class A | 05/22/2014 | | M | 1,145 | \$ 54.37 | 22,280 | D |
| Common Stock Class | 05/22/2014 | | S | <u>1,145</u> ⁽¹⁾ | \$ 70 | 21,135 | D |

| | | | | | | | |
|-------------|------------|---|---------------------|---|---------|--------|---|
| A | | | | | | | |
| Common | | | | | | | |
| Stock Class | 05/22/2014 | M | 2,085 | A | \$ 54.3 | 23,220 | D |
| A | | | | | | | |
| Common | | | | | | | |
| Stock Class | 05/22/2014 | S | <u>2,085</u> (1) | D | \$ 70 | 21,135 | D |
| A | | | | | | | |

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 56.87 | 05/22/2014 | | M | 1,500 | 09/15/2013 ⁽²⁾ 09/15/2019 | Common Stock Class A |
| Non-Qualified Stock Option (right to buy) | \$ 54.37 | 05/22/2014 | | M | 1,145 | 09/15/2013 ⁽³⁾ 09/15/2021 | Common Stock Class A |
| Non-Qualified Stock Option (right to buy) | \$ 54.3 | 05/22/2014 | | M | 2,085 | 09/15/2013 ⁽⁴⁾ 09/15/2020 | Common Stock Class A |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Piell Hilda Harris 20 S. WACKER DRIVE CHICAGO, IL 60606 | | | SR MD and Chief HR Officer | |

Signatures

Margaret Austin Wright for Hilda
L. Piell

05/22/2014

__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) This sale was completed pursuant to the terms of a pre-arranged trading plan established in accordance with Rule 10b5-1.
- (2) As of 9/15/2013, this option vested with respect to 100% of the granted number of shares covered by the option.
- (3) 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.
- (4) These options were granted on September 15, 2012. 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.