

Tully Sean

Form 4

March 19, 2019

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Tully Sean

(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)  
03/15/2019

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 Global Hd Financial &amp; OT

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock<br>Class A            | 03/15/2019                              |                                                             | A                                    | Amount<br>(1)<br>3,674                                                  | A \$ 0 27,002                                                                                                      | D                                                                    |                                                                                |
| Common<br>Stock<br>Class A            | 03/15/2019                              |                                                             | F                                    | Amount<br>(2)<br>1,800                                                  | D \$ 170.14 25,202                                                                                                 | D                                                                    |                                                                                |
| Common<br>Stock<br>Class A            | 03/15/2019                              |                                                             | A                                    | Amount<br>(1)<br>3,674                                                  | A \$ 0 28,876                                                                                                      | D                                                                    |                                                                                |
| Common<br>Stock                       | 03/15/2019                              |                                                             | F                                    | Amount<br>(2)<br>1,613                                                  | D \$ 170.14 27,263                                                                                                 | D                                                                    |                                                                                |

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Class A

Common

Stock 03/16/2019 F 140 <sup>(3)</sup> D \$ 170.14 27,123 D  
Class 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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                                                      |

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships                                                      |
|-------------------------------------------------------|--------------------------------------------------------------------|
| Tully Sean<br>20 S. WACKER DRIVE<br>CHICAGO, IL 60606 | Director 10% Owner Officer Other<br>Sr MD Global Hd Financial & OT |

## Signatures

By: Margaret Austin Wright For: Sean Peter Tully 03/19/2019

\_\_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).  
Represents shares earned from a 2015 performance share award based on the company's achievement of net income margin growth relative to the diversified financial services index of the S&P 500 and total shareholder return relative to the S&P 500 measured over 2016-2018.

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- (2) Mr. Tully surrendered shares to the Company in order to fulfill tax withholding obligations in connection with the receipt of the performance share award.
- (3) Mr. Tully surrendered shares to the Company in order to fulfill tax withholding obligations upon the vesting of restricted stock on 3/16/19.

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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