

CME GROUP INC.

Form 4

September 17, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Pieper James V.

(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)

09/14/2013

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 ____X____ Other (specify
below) below)

MD & CAO / MD & CAO

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)
Common Stock Class A	09/14/2013		F	166 ⁽¹⁾ D	\$ 72.35 4,596	D	
Common Stock Class A	09/15/2013		F	75 ⁽²⁾ D	\$ 72.35 4,521	D	
Common Stock Class A	09/15/2013		F	111 ⁽²⁾ D	\$ 72.35 4,410	D	
Common Stock Class	09/15/2013		F	131 ⁽²⁾ D	\$ 72.35 4,279	D	

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A							
Common							
Stock Class	09/16/2013	M	465	A	\$ 56.87	4,744	D
A							
Common							
Stock Class	09/16/2013	S	465 ⁽³⁾	D	\$ 72.47	4,279	D
A							
Common							
Stock Class	09/16/2013	M	1,000	A	\$ 54.37	5,279	D
A							
Common							
Stock Class	09/16/2013	S	1,000 ⁽³⁾	D	\$ 72.47	4,279	D
A							
Common							
Stock Class	09/16/2013	M	1,110	A	\$ 54.3	5,389	D
A							
Common							
Stock Class	09/16/2013	S	1,110 ⁽³⁾	D	\$ 72.47	4,279	D
A							
Common							
Stock Class	09/16/2013	S	1,210 ⁽³⁾	D	\$ 72.47	3,069	D
A							
Common							
Stock Class	09/16/2013	A	1,724	A	\$ 0	4,793	D
A							

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

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(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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date
							Title
							Amount
							or
							No
							of

Non-Qualified Stock Option (right to buy)	\$ 54.3	09/16/2013	M	1,110	09/15/2013 ⁽⁴⁾	09/15/2020	Common Stock Class A
Non-Qualified Stock Option (right to buy)	\$ 54.37	09/16/2013	M	1,000	09/15/2013 ⁽⁵⁾	09/15/2021	Common Stock Class A
Non-Qualified Stock Option (right to buy)	\$ 56.87	09/16/2013	M	465	09/15/2013 ⁽⁶⁾	09/15/2019	Common Stock Class A

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pieper James V. 20 S. WACKER DRIVE CHICAGO, IL 60606			MD & CAO	MD & CAO

Signatures

By: Margaret Austin Wright For: James Vincent
Pieper 09/17/2013

__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) Mr. Pieper surrendered shares to the Company in order to fulfill tax withholding obligations upon the vesting of restricted stock on 9/14/2013.
 - (2) Mr. Pieper surrendered shares to the Company in order to fulfill tax withholding obligations upon the vesting of restricted stock on 9/15/2013.
 - (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.
 - (6) As of September 15, 2013, this option vested with respect to 100% of the granted number of shares covered by the option.

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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