

CME GROUP INC.

Form 4

November 22, 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 *
DUFFY TERRENCE 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)
11/21/2013

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)
Executive Chairman & President

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock Class A	11/21/2013		M	5,340	A \$ 54.37	104,393	D
Common Stock Class A	11/21/2013		S	5,340	D \$ (1) 83.1822	99,053	D
Common Stock Class A	11/21/2013		M	9,240	A \$ 54.3	108,293	D
Common Stock	11/21/2013		S	9,240	D \$ 83.1822	99,053	D

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Class A					(1)		
Common							
Stock	11/21/2013		M	7,945	A	\$ 56.87	106,998 D
Class A							
Common						\$	
Stock	11/21/2013		S	7,945	D	83.1822	99,053 D
Class A						(1)	

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
Non-Qualified Stock Option (right to buy)	\$ 54.3	11/21/2013		M	9,240	09/15/2013 ⁽²⁾ 09/15/2020	Common Stock Class A
Non-Qualified Stock Option (right to buy)	\$ 54.37	11/21/2013		M	5,340	09/15/2013 ⁽³⁾ 09/15/2021	Common Stock Class A
Non-Qualified Stock Option (right to buy)	\$ 56.87	11/21/2013		M	7,945	09/15/2013 ⁽⁴⁾ 09/15/2019	Common Stock Class A

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUFFY TERRENCE A 20 S. WACKER DRIVE CHICAGO, IL 60606	X		Executive Chairman & President	

Signatures

By: Margaret Austin Wright For: Terrence Andrew
Duffy

11/22/2013

__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).
- On November 21, 2013, Mr. Duffy sold a total of 22,525 shares of CME Group Class A common stock at an average price of \$83.18 per
- (1) share, including the exercise of options. The price ranges were \$83.15 through \$83.28. The Company maintains a record of the transactions and copies will be provided upon request.
 - (2) 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.
 - (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) As of September 15, 2013, this option vested with respect to 100% of 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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