

CME GROUP INC.  
Form 4  
March 18, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
03/16/2015

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            | 03/16/2015                           |  | S                              | 150 <sup>(1)</sup> D  | \$ 100  | 10,191   | D                                 |
| Common Stock Class A            | 03/16/2015                           |  | M                              | 800 A   | \$ 83.88  | 10,991   | D                                 |
| Common Stock Class A            | 03/16/2015                           |  | S                              | 800 <sup>(1)</sup> D  | \$ 100  | 10,191   | D                                 |
| Common Stock Class              | 03/16/2015                           |  | M                              | 1,000 A   | \$ 80.78  | 11,191   | D                                 |

A  
 Common  
 Stock Class 03/16/2015 S 1,000 (1) D \$ 100 10,191 D  
 A

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

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**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)  | \$ 80.78   | 03/16/2015                           |  | M                              | 1,000   | 07/12/2007 <sup>(2)</sup> 01/02/2017                     | Common Stock Class A  |
| Non-Qualified Stock Option (right to buy)  | \$ 83.88   | 03/16/2015                           |  | M                              | 800   | 06/16/2013 <sup>(3)</sup> 06/16/2018                     | Common Stock Class A  |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |          |       |
|--|---------------|-----------|----------|-------|
|  | Director      | 10% Owner | Officer  | Other |
| Harley Jill A<br>20 S. WACKER DRIVE<br>CHICAGO, IL 60606 |               |           | MD & CAO |       |

## Signatures

By: Margaret Austin Wright For: Jill A. Harley 03/18/2015

\_\_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) On July 12, 2007, these options vested with respect to 100% of the granted number of shares covered by the option.

(3) On June 16, 2013, these options 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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