

CME GROUP INC.
Form 4
September 30, 2016

FORM 4

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

OMB APPROVAL

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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 *
Durkin Bryan T

(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)
09/28/2016

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 Chief Commercial 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock Class A | 09/28/2016 | | M | | 11,600 A \$ 83.88 | 66,936 | D |
| Common Stock Class A | 09/28/2016 | | S | | 11,600 (1) D \$ 105.0929 (2) | 55,336 | D |
| Common Stock Class A | 09/28/2016 | | M | | 1,734 A \$ 56.87 | 57,070 | D |
| Common Stock | 09/28/2016 | | S | | 1,734 (1) D \$ 105.0929 | 55,336 | D |

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| | | | | | | | |
|---------|------------|--|---|-------|-----|----------|--------|
| Class A | | | | | (2) | | |
| Common | | | | | | | |
| Stock | 09/28/2016 | | S | 1,656 | D | \$ 105.2 | 53,680 |
| Class A | | | | (1) | | (3) | |

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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 56.87 | 09/28/2016 | | M | 1,734 | 09/15/2010 ⁽⁴⁾ 09/15/2019 | Common Stock Class A | |
| Non-Qualified Stock Option (right to buy) | \$ 83.88 | 09/28/2016 | | M | 11,600 | 06/16/2013 ⁽⁵⁾ 06/16/2018 | Common Stock Class A | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Durkin Bryan T 20 S. WACKER DRIVE CHICAGO, IL 60606 | | | Sr MD Chief Commercial Officer | |

Signatures

By: Margaret Austin Wright For: Bryan Durkin 09/29/2016

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 September 28, 2016, Mr. Durkin sold an aggregate of 13,334 shares of CME Group Class A common stock. For reporting purposes, the sales prices within a \$1 range have been aggregated and the weighted average sales price has been reported. The price ranges were: \$107.09 to \$107.99 and \$108.01 to \$108.62. The Company maintains a record of the transactions and copies will be provided upon request.

(3) On September 28, 2016, Mr. Durkin sold an aggregate of 1,656 shares of CME Group Class A common stock. For reporting purposes, the sales prices within a \$1 range have been aggregated and the weighted average sales price has been reported. The price ranges were: \$105.02 to \$105.51. The Company maintains a record of the transactions and copies will be provided upon request.

(4) These options were granted on September 15, 2009. 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 June 16, 2008. They vest over a five-year period, with 20% vesting one year after the grant date and 20% 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.

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