

CME GROUP INC.
Form 4
December 08, 2016

FORM 4

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

OMB APPROVAL

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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 *
Piell Hilda Harris

(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)
12/07/2016

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 HR 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	12/07/2016		M		375 A \$ 106.58	29,500	D
Common Stock Class A	12/07/2016		S		375 (1) D \$ 120	29,125	D
Common Stock Class A	12/07/2016		M		3,275 A \$ 110.54	32,400	D
Common Stock	12/07/2016		S		3,275 D \$ 120	29,125	D

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Class A

Common Stock Class A	12/07/2016	M	2,200	A	\$ 109.72	31,325	D
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Common Stock Class A	12/07/2016	S	<u>2,200</u> (1)	D	\$ 120	29,125	D
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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)
Non-Qualified Stock Option (right to buy)	\$ 106.58	12/07/2016		M	375	03/15/2012 ⁽²⁾ 03/15/2017	Common Stock Class A
Non-Qualified Stock Option (right to buy)	\$ 109.72	12/07/2016		M	2,200	09/14/2012 ⁽³⁾ 09/14/2017	Common Stock Class A
Non-Qualified Stock Option (right to buy)	\$ 110.54	12/07/2016		M	3,275	06/15/2012 ⁽⁴⁾ 06/15/2017	Common Stock Class A

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Piell Hilda Harris 20 S. WACKER DRIVE CHICAGO, IL 60606			Sr MD & Chief HR Officer	

Signatures

By: Margaret Austin Wright For: Hilda
L. Piell

12/08/2016

__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 March 15, 2012, these options vested with respect to 100% of the granted number of shares covered by the option.
 - (3) On September 14, 2012, these options vested with respect to 100% of the granted number of shares covered by the option.
 - (4) On June 15, 2012, 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.