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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | | | | | | | | | |
|---------------------|-----------|--|--|--|--|--|--|--|--|
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| hours per response: | 0.5 |
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| 1 Indific and Address of Reporting Leson | | n* | 2. Issuer Name and Ticker or Trading Symbol <u>CME GROUP INC.</u> [CME] | (Check | tionship of Reporting Perso all applicable) Director Officer (give title | n(s) to Issuer 10% Owner Other (specify |
|--|------------------|----------|---|------------------------|--|---|
| (Last) 20 S. WACKER | (First) DRIVE | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 03/15/2019 | x | below) Sr MD GI Hd Commodi | below) |
| (Street) CHICAGO | IL | 60606 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | idual or Joint/Group Filing (Form filed by One Report Form filed by More than C | ting Person |
| (City) | (State) | (Zip) | | | 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. Transa Code 8) | | Disposed Of | Securities Acquired (A) or isposed Of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | | |
|---------------------------------|--|---|----------------------------|---|--------------------------|--|----------|---|---|---|--|--|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | | |
| Common Stock Class A | 03/15/2019 | | A | | 3,674 ⁽¹⁾ | A | \$0.0 | 21,762 | D | | | |
| Common Stock Class A | 03/15/2019 | | F | | 1,628(2) | D | \$170.14 | 20,134 | D | | | |
| Common Stock Class A | 03/15/2019 | | A | | 3,674 ⁽¹⁾ | A | \$0.0 | 23,808 | D | | | |
| Common Stock Class A | 03/15/2019 | | F | | 1,461 ⁽²⁾ | D | \$170.14 | 22,347 | D | | | |
| Common Stock Class A | 03/16/2019 | | F | | 67 ⁽³⁾ | D | \$170.14 | 22,280 | D | | | |
| Common Stock Class A | | | | | | | | 1,758 | I | by Children | | |
| Common Stock Class A | | | | | | | | 12,540 | I | by Spouse | | |
| Common Stock Class A | | | | | | | | 10,724 | I | by Trust | | |

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. Transa Code (8) | | 5. Nu of Deriv Secu Acqu (A) of Dispo of (D) (Instr and 5 | ative rities ired osed . 3, 4 | 6. Date Exerc Expiration Da (Month/Day/Y | ate | 7. Title Amour Securi Underi Deriva Securi and 4) | nt of ties ying tive ty (Instr. 3 | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. Represents shares earned from a 2015 performance share award based on the company's achievement of net income margin growth relative to the diversified financial services index of the S&P 500 and total shareholder return relative to the S&P 500 measured over 2016-2018.

2. Mr. Sammann surrendered shares to the Company in order to fulfill tax withholding obligations in connection with the receipt of the performance share award.

3. Mr. Sammann surrendered shares to the Company in order to fulfill tax withholding obligations upon the vesting of restricted stock on 3/16/19.

By: Margaret Austin Wright For: Derek Louis Sammann Date

03/19/2019

** Signature of Reporting Person

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.