

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

**FORM S-8
REGISTRATION STATEMENT**

*Under
THE SECURITIES ACT OF 1933*

CME GROUP INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

36-4459170
(I.R.S. Employer
Identification Number)

**20 South Wacker Drive
Chicago, Illinois 60606
(312) 930-1000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

NYMEX Holdings, Inc. 2006 Omnibus Long-Term Incentive Plan
(Full title of the plan)

**Kathleen M. Cronin
Managing Director, General Counsel and Corporate Secretary
CME Group Inc.
20 South Wacker Drive
Chicago, Illinois 60606
(312) 930-1000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Rodd M. Schreiber, Esq.
Susan S. Hassan, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
333 West Wacker Drive
Chicago, Illinois 60606
(312) 407-0700**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered (1)	Amount to be registered (2)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price (3)	Amount of registration fee (4)
Class A Common Stock, par value \$0.01 per share	374,138	\$322.23	\$120,558,488	\$4,738

- (1) Each share of Class A common stock, par value \$0.01 per share (the "CME Group Class A Common Stock"), of CME Group Inc., a Delaware corporation ("CME Group"), being registered hereunder, if issued prior to the termination of the Rights Agreement, dated as of November 30, 2001, as amended from time to time (the "Rights Agreement"), between CME Group (as successor to Chicago Mercantile Exchange Holdings Inc.) and Computershare Investor Services, LLC (as successor to Mellon Investor Services, LLC), will include one preferred share purchase right. Prior to the occurrence of certain events, the preferred share purchase rights under the Rights Agreement will not be exercisable or evidenced separately from the CME Group Class A Common Stock. Accordingly, no additional registration fee is required.
- (2) The number of shares being registered hereunder is based upon (a) the aggregate number of shares of CME Group Class A Common Stock subject to outstanding awards or available for issuance pursuant to the NYMEX Holdings, Inc. 2006 Omnibus Long-Term Incentive Plan (the "Plan") assumed by CME Group in connection with the merger of NYMEX Holdings, Inc., a Delaware corporation ("NYMEX Holdings"), with and into CME NY Inc., a Delaware corporation and a direct, wholly-owned subsidiary of CME Group, effective as of August 22, 2008, minus (b) the 523,865 shares of CME Group Class A Common Stock that have been registered under CME Group's Post-Effective Amendment No. 1 on Form S-8 to Form S-4 Registration Statement

(No. 333-151577), filed with the U.S. Securities and Exchange Commission on August 27, 2008 (the "Post-Effective Amendment"). In the event of a stock split, stock dividend or similar transaction involving CME Group Class A Common Stock, the number of shares registered hereby shall automatically be increased to cover the additional shares in accordance with Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act").

- (3) Estimated solely for purposes of calculating the registration fee required by Section 6(b) of the Securities Act, and calculated pursuant to Rules 457(c) and 457(h) under the Securities Act, based on the average high and low prices of CME Group Class A Common Stock, as reported on the Nasdaq Global Select Market on September 5, 2008.
 - (4) Calculated by multiplying the estimated aggregate offering price of securities by 0.00003930.
-
-

EXPLANATORY NOTE

CME Group Inc., a Delaware corporation (“CME Group” or the “Registrant”), hereby files this Registration Statement on Form S-8 (this “Registration Statement”) to register an additional 374,138 shares of Class A common stock, par value \$0.01 per share, of CME Group (the “CME Group Class A Common Stock”) authorized for issuance under the NYMEX Holdings, Inc. 2006 Omnibus Long-Term Incentive Plan (the “Plan”). On August 22, 2008, NYMEX Holdings, Inc., a Delaware corporation (“NYMEX Holdings”), was merged (the “Merger”) with and into CMEG NY Inc., a Delaware corporation and a direct, wholly-owned subsidiary of CME Group (“Merger Sub”), pursuant to the Agreement and Plan of Merger, dated as of March 17, 2008 and amended as of June 30, 2008, July 18, 2008 and August 7, 2008 (the “Merger Agreement”), by and among CME Group, Merger Sub, NYMEX Holdings and New York Mercantile Exchange, Inc., a Delaware non-stock corporation and a wholly-owned subsidiary of NYMEX Holdings. As a result of the Merger, Merger Sub continued as the surviving corporation under the name “CMEG NYMEX Holdings Inc.” and as a direct, wholly-owned subsidiary of CME Group, and the separate existence of NYMEX Holdings ceased. Pursuant to the Merger Agreement, CME Group assumed NYMEX Holdings’ obligations under the Plan.

In connection with the Merger, CME Group filed a Registration Statement on Form S-4 (No. 333-151577), which was declared effective on July 21, 2008 (the “Form S-4”), registering 13,064,599 shares of CME Group Class A Common Stock, and the preferred share purchase rights associated therewith, which included 523,865 shares of CME Group Class A Common Stock that were reserved for issuance under the Plan (the “Form S-4 Plan Shares”). The Form S-4 Plan Shares were also registered on a Registration Statement on Form S-8 pursuant to CME Group’s Post Effective Amendment No. 1 on Form S-8 to the Form S-4 (No. 333-151577) (the “Post-Effective Amendment on Form S-8”), filed with the U.S. Securities and Exchange Commission (the “SEC”) on August 27, 2008. Pursuant to General Instruction E (Registration of Additional Securities) of Form S-8 (“General Instruction E”), this Registration Statement is being filed to register the additional 374,138 shares of CME Group Class A Common Stock, and the preferred share purchase rights associated therewith, reserved for issuance under the Plan. After giving effect to this Registration Statement, an aggregate of 898,003 shares of CME Group Class A Common Stock will have been registered for issuance pursuant to the Plan. Pursuant to General Instruction E, the contents of the Post-Effective Amendment on Form S-8 are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by CME Group with the SEC are incorporated herein by reference:

(a) CME Group's Annual Report on Form 10-K, for the fiscal year ended December 31, 2007, filed with the SEC on February 28, 2008;

(b) CME Group's Quarterly Reports on Form 10-Q, for the quarterly periods ended March 31, 2008 and June 30, 2008, filed with the SEC on May 9, 2008 and August 7, 2008, respectively;

(c) CME Group's Current Reports on Form 8-K filed with the SEC on January 28, 2008, March 4, 2008, March 13, 2008, March 17, 2008, March 21, 2008, June 3, 2008, June 5, 2008, June 9, 2008, June 18, 2008, June 23, 2008, June 30, 2008, July 23, 2008, July 24, 2008, August 1, 2008, August 8, 2008, August 13, 2008, August 15, 2008, August 20, 2008, August 26, 2008 and August 28, 2008 (other than the portions of those documents furnished or otherwise not deemed to be filed);

(d) The description of CME Group Class A Common Stock set forth in the Registration Statement on Form 8-A, filed with the SEC on November 29, 2002 (No. 001-31553) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed with the SEC for the purpose of updating that description; and

(e) The description of CME Group's Rights Agreement and Series A Junior Participating Preferred Stock contained in the Registration Statement on Form 8-A filed with the SEC on December 4, 2001 (File No. 000-33379) under the Exchange Act, including any amendment or report filed for purposes of updating such description.

All documents subsequently filed (other than the portions of those documents furnished or otherwise not deemed to be filed) by CME Group pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The following exhibits are filed as part of this Registration Statement:

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Kathleen M. Cronin, Managing Director, General Counsel and Corporate Secretary, regarding the legality of the securities being issued.
23.1	Consent of Ernst & Young LLP relating to CME Group Inc.'s consolidated financial statements.
23.2	Consent of Kathleen M. Cronin (included in Exhibit 5.1).
24.1	Power of Attorney (included on signature pages).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on the 11th day of September, 2008.

CME GROUP INC.

By: /s/ Kathleen M. Cronin
Name: Kathleen M. Cronin
Title: Managing Director,
General Counsel and Corporate Secretary

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below, constitutes and appoints Terrence A. Duffy, Craig S. Donohue, James E. Parisi and Kathleen M. Cronin, and each of them, his or her true and lawful attorney-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on September 11, 2008.

<u>Signature</u>	<u>Title</u>
<u> /s/ Terrence A. Duffy </u> Terrence A. Duffy	Executive Chairman of the Board and Director
<u> /s/ Charles P. Carey </u> Charles P. Carey	Vice Chairman of the Board and Director
<u> /s/ Craig S. Donohue </u> Craig S. Donohue	Chief Executive Officer and Director
<u> /s/ James E. Parisi </u> James E. Parisi	Managing Director and Chief Financial Officer
<u> /s/ Jill Harley </u> Jill Harley	Managing Director and Chief Accounting Officer
<u> /s/ Mark E. Cermak </u> Mark E. Cermak	Director
<u> /s/ Dennis H. Chookaszian </u> Dennis H. Chookaszian	Director
<u> /s/ James A. Donaldson </u> James A. Donaldson	Director
<u> /s/ Larry G. Gerdes </u> Larry G. Gerdes	Director

/s/ Daniel R. Glickman

Daniel R. Glickman

Director

/s/ Gary M. Katler

Gary M. Katler

Director

/s/ Patrick B. Lynch

Patrick B. Lynch

Director

/s/ Leo Melamed

Leo Melamed

Director

/s/ William P. Miller II

William P. Miller II

Director

/s/ James E. Newsome

James E. Newsome

Director

/s/ C. C. Odom, II

C. C. Odom, II

Director

/s/ Alex J. Pollock

Alex J. Pollock

Director

/s/ John F. Sandner

John F. Sandner

Director

/s/ Terry L. Savage

Terry L. Savage

Director

/s/ Robert H. Steele

Robert H. Steele

Director

/s/ Christopher Stewart

Christopher Stewart

Director

/s/ David J. Wescott

David J. Wescott

Director

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Kathleen M. Cronin, Managing Director, General Counsel and Corporate Secretary, regarding the legality of the securities being issued.
23.1	Consent of Ernst & Young LLP relating to CME Group Inc.'s consolidated financial statements.
23.2	Consent of Kathleen M. Cronin (included in Exhibit 5.1).
24.1	Power of Attorney (included on signature pages).

CME Group Inc.
20 South Wacker Drive
Chicago, Illinois 60606

Tel: 312/930-1000
Fax: 312/446-4410
www.cmegroup.com

September 11, 2008

CME Group Inc.
20 South Wacker Drive
Chicago, Illinois 60606

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

I am the Managing Director, General Counsel and Corporate Secretary of CME Group Inc., a Delaware corporation (the "Company"). This opinion is delivered in connection with the registration by the Company of shares (the "Shares") of Class A common stock, par value \$0.01 per share, of the Company (the "Common Stock"), and the associated rights to purchase Series A Junior Participating Preferred Stock, par value \$0.01 per share, of the Company, issuable under the NYMEX Holdings, Inc. 2006 Omnibus Long-Term Incentive Plan (the "Plan"), as amended pursuant to the Agreement and Plan of Merger, dated as of March 17, 2008 and amended as of June 30, 2008, July 18, 2008 and August 7, 2008 (the "Merger Agreement"), by and among the Company, CME NY Inc., a Delaware corporation and wholly-owned subsidiary of the Company, NYMEX Holdings, Inc., a Delaware corporation ("NYMEX Holdings"), and New York Mercantile Exchange, Inc., a Delaware non-stock corporation and wholly-owned subsidiary of NYMEX Holdings.

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the "Act").

In connection with this opinion, I have examined originals or copies, certified or otherwise identified to my satisfaction, of (i) the Registration Statement on Form S-8, to which this opinion is being attached (the "Registration Statement"), to be filed with the U.S. Securities and Exchange Commission (the "SEC") on the date hereof under the Act; (ii) a specimen certificate representing the Common Stock; (iii) the Plan; (iv) the certificate of incorporation of the Company, as amended to date and currently in effect; (v) the bylaws of the Company, as amended to date and currently in effect; (vi) the Merger Agreement; and (vii) certain resolutions of the Board of Directors of the Company and the committees thereof relating to the approval of the Merger Agreement and the transactions contemplated thereby, including the issuance of the Shares, the assumption of the Plan by the Company and certain related matters. I have also examined originals or copies, certified or otherwise identified to my satisfaction, of such records of the Company and such agreements, certificates of public officials, certificates of officers or other representatives of the Company and others, and such other documents, certificates and records as I have deemed necessary or appropriate as a basis for the opinion set forth herein.

In my examination, I have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as certified, conformed or photostatic copies and the authenticity of the originals of such documents. In making my examination of executed documents, I have assumed that the parties thereto, other than the Company, had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinion expressed herein that I have not independently established or verified, I have relied upon oral or written statements and representations of officers and other representatives of the Company and others.

I am admitted to the bar in the State of Illinois, I express no opinion as to the laws of any jurisdiction other than the corporate laws of the State of Delaware, and I do not express any opinion as to the effect of any other laws on the opinion stated herein.

Based upon and subject to the foregoing, I am of the opinion that the Shares have been duly authorized, and, when issued in accordance with the terms and conditions of the Plan, will be validly issued, fully paid and non-assessable.

I hereby consent to the filing of this opinion with the SEC as an exhibit to the Registration Statement. In giving this consent, I do not thereby admit that I am included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the SEC.

Very truly yours,

/s/ Kathleen M. Cronin

Kathleen M. Cronin
Managing Director, General Counsel and
Corporate Secretary

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the NYMEX Holdings, Inc. 2006 Omnibus Long-Term Incentive Plan of our reports dated February 26, 2008, with respect to the consolidated financial statements and schedule of CME Group Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2007, and the effectiveness of internal control over financial reporting of CME Group Inc. filed with the Securities and Exchange Commission.

/S/ ERNST & YOUNG LLP

Chicago, Illinois
September 8, 2008