

CME GROUP INC.

Reported by
HOLZRICHTER JULIE

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/18/18 for the Period Ending 09/14/18

| | |
|-------------|--|
| Address | 20 S. WACKER DR CHICAGO, IL, 60606 |
| Telephone | 3129301000 |
| CIK | 0001156375 |
| Symbol | CME |
| SIC Code | 6200 - Security and Commodity Brokers, Dealers, Exchanges and Services |
| Industry | Financial & Commodity Market Operators |
| Sector | Financials |
| Fiscal Year | 12/31 |

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 or
Section 30(h) of the Investment Company Act of 1940

| | | |
|--|---|--|
| 1. Name and Address of Reporting Person * Holzrichter Julie (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] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Sr MD Chief Operating Officer |
| 3. Date of Earliest Transaction (MM/DD/YYYY) 9/14/2018 | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | 9/14/2018 | | A | | 4116 | A | \$0.0 | 51061 | D | |
| Common Stock Class A | 9/15/2018 | | F | | 433 | D | \$173.15 | 50628 | D | |
| Common Stock Class A | 9/15/2018 | | F | | 590 | D | \$173.15 | 50038 | D | |
| Common Stock Class A | 9/15/2018 | | F | | 544 | D | \$173.15 | 49494 | D | |
| Common Stock Class A | 9/15/2018 | | F | | 514 | D | \$173.15 | 48980 | D | |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: 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) Ms. Holzrichter surrendered shares to the Company in order to fulfill tax withholding obligations upon the vesting of restricted stock on 9/15/18.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Holzrichter Julie 20 S. WACKER DRIVE CHICAGO, IL 60606 | | | Sr MD Chief Operating Officer | |

Signatures

By: Margaret Austin Wright For: Julie Holzrichter

9/18/2018

**Signature of Reporting Person

Date

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.

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