

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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* <u>SHEPARD WILLIAM R</u>  (Last) (First) (Middle) 20 S. WACKER DR  (Street) CHICAGO IL 60606  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CME GROUP INC. [ CME ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2016	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock Class A	09/28/2012		J <sup>(1)</sup>	116.22 <sup>(2)</sup>	A	\$53.19 <sup>(2)</sup>	52,340.4	D	
Common Stock Class A	12/28/2010		J <sup>(1)</sup>	95.05 <sup>(2)</sup>	A	\$65.31 <sup>(2)</sup>	52,435.45	D	
Common Stock Class A	03/28/2011		J <sup>(1)</sup>	128.19 <sup>(2)</sup>	A	\$59.16 <sup>(2)</sup>	52,563.64	D	
Common Stock Class A	06/28/2011		J <sup>(1)</sup>	134.3 <sup>(2)</sup>	A	\$56.74 <sup>(2)</sup>	52,697.95	D	
Common Stock Class A	09/27/2011		J <sup>(1)</sup>	142.06 <sup>(2)</sup>	A	\$53.9 <sup>(2)</sup>	52,840.01	D	
Common Stock Class A	12/31/2011		J <sup>(1)</sup>	158.23 <sup>(2)</sup>	A	\$48.65 <sup>(2)</sup>	52,998.24	D	
Common Stock Class A	03/26/2012		J <sup>(1)</sup>	207.96 <sup>(2)</sup>	A	\$59.3 <sup>(2)</sup>	53,206.2	D	
Common Stock Class A	06/26/2012		J <sup>(1)</sup>	231.5 <sup>(2)</sup>	A	\$53.67 <sup>(2)</sup>	53,437.7	D	
Common Stock Class A	09/26/2012		J <sup>(1)</sup>	222.29	A	\$56.86	53,659.99	D	
Common Stock Class A	12/27/2012		J <sup>(1)</sup>	252.99	A	\$50.36	53,912.98	D	
Common Stock Class A	03/26/2013		J <sup>(1)</sup>	209.19	A	\$61.44	54,122.17	D	
Common Stock Class A	06/26/2013		J <sup>(1)</sup>	169.78	A	\$76.26	54,291.96	D	
Common Stock Class A	09/30/2013		J <sup>(1)</sup>	173.55	A	\$75.04	54,465.51	D	
Common Stock Class A	12/27/2013		J <sup>(1)</sup>	164.12	A	\$79.83	54,629.63	D	
Common Stock Class A	03/26/2014		J <sup>(1)</sup>	180.47	A	\$76.25	54,810.1	D	
Common Stock Class A	06/26/2014		J <sup>(1)</sup>	197.96	A	\$69.65	55,008.06	D	
Common Stock Class A	09/26/2014		J <sup>(1)</sup>	175.43	A	\$79.46	55,183.49	D	
Common Stock Class A	12/29/2014		J <sup>(1)</sup>	155.2	A	\$90.34	55,338.69	D	
Common Stock Class A							136,623	I	by Trust <sup>(3)</sup>
Common Stock Class B1							5	I	by Trust
Common Stock Class B2							5	I	by Trust
Common Stock Class B3							2	I	by Trust
Common Stock Class B4							1	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. 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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative (Instr. 3)	2. Conversion Date (Month/Day/Year)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	(A) Number of Derivative Securities Acquired (Instr. 3, 4 and 5)	(D) Date Exercisable (Month/Day/Year)	(E) Expiration Date (Month/Day/Year)	Title and Amount of Underlying 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
<p>1. This Form 5 is being filed to correct the number of shares of CME Group Class A common stock beneficially held by Mr. Shepard. Mr. Shepard acquired a total of 114,511 shares of CME Group Class A common stock under a broker directed dividend reinvestment plan (DRIP) on a quarterly basis from 9/28/2010 through 12/29/2014. His total direct ownership, including 114,511 shares, is \$ 338.69.</p> <p>2. Adjusted to account for a subsequent 5 to 1 stock split to reflect current ownership and Class A common stock to Mr. Shepard's trust on December 9, 2016.</p> <p>3. Ownership has been updated to reflect the transfer of 136,623 shares of CME Group Class A common stock to Mr. Shepard's trust on December 9, 2016.</p>												
								by: Margaret Austin Wright for William R. Shepard		02/14/2017		
								** 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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