FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

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>Cutinho Sunil</u>  |   |          |           |   |  | 2. Issuer Name <b>and</b> Ticker or Trading Symbol  CME GROUP INC. [ CME ]   |   |                     |   |                          |  |      |                       |                        | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  Officer (give title Other (specify) |   |   |   |            |
|--|---|----------|-----------|---|--|--|---|---------------------|---|--------------------------|--|------|-----------------------|------------------------|--|---|---|---|------------|
| (Last)<br>20 S. WA   | (Fir  | (Middle) |           |   |  | 3. Date of Earliest Transaction (Month/Day/Year) 09/14/2019                  |   |                     |   |                          |  |      |                       |                        | X Officer (give title Other (specify below)  Sr MD & President CME Clearing  |   |   |   |            |
| (Street) CHICAGO IL 60606  (City) (State) (Zip)  |   |          |           | 4. If                                   | 4. If Amendment, Date of Original Filed (Month/Day/Year) |  |   |                     |   |                          |  |      |                       | 6. Indiv<br>Line)<br>X | ′  |   |   |   |            |
|  |   | Tabl     | e I - Nor | n-Deriv                                 | ative  | Se   | curitie   | es Ac               | quired,   | Dis                      | posed o  | f, o | r Ber                 | nefic                  | ially  | Owne  | ed  |   |            |
| Date   |   |          |           |   |  |  | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |                     | Code (  | Transaction Code (Instr. |  |      |                       |                        | 4 and Secu<br>Bene<br>Owne   |   | icially<br>d Following  | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | Ownership  |
|  |   |          |           |   |  |  |   |                     | Code  | v                        | Amount   |      | (A) or<br>(D)         | Pric                   |  |   | ted<br>action(s)<br>3 and 4)                                    |   | (Instr. 4) |
| Common Stock Class A 09/14/  |   |          |           |   | 1/2019   | 2019   |   |                     | F   |                          | 396(1)   |      | D                     | \$2                    | \$205.8  |   | 0,786   | D   |            |
| Common Stock Class A 09/15/  |   |          |           |   | 5/2019   | ,  |   |                     |   |                          | 580(2)   |      | D                     | \$2                    | \$205.8  |   | 0,206   | D   |            |
| Common Stock Class A 09/15/  |   |          |           |   | /2019  |  |   |                     | F   |                          | 502(2)   |      | D                     | \$205.8                |  | 29,704  |   | D   |            |
| Common Stock Class A 09/15/  |   |          |           |   | 5/2019   | /2019  |   |                     |   |                          | 428(2)   |      | D                     | \$205.8                |  | 29,276  |   | D   |            |
| Common Stock Class A 09/16/2   |   |          |           |   | 5/2019   | /2019  |   |                     | A   |                          | 3,260  |      | A                     | \$                     | \$0.0  |   | 32,536  | D   |            |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |   |          |           |   |  |  |   |                     |   |                          |  |      |                       |                        |  |   |   |   |            |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)  | 2. Conversion Oate (Month/Day/Year) Frice of Derivative Security 3. Transaction Date (Execution Date (Month/Day/Year) if any (Month/Day/Y |          | Date,     | 4.<br>Transaction<br>Code (Instr.<br>8) |  | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |   | Expiration (Month/D | 6. Date Exercise Expiration Date (Month/Day/Yea |                          | 7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)  Amount or Numbe of Title Shares |      | f<br>nstr. 3<br>nount | Deri<br>Sec            | rice of<br>vative<br>urity<br>tr. 5)   | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | Ownershi<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4 | Beneficial<br>Ownership<br>(Instr. 4)                             |            |

## **Explanation of Responses:**

- 1. Mr. Cutinho surrendered shares to the Company in order to fulfill tax withholding obligations upon the vesting of restricted stock on 9/14/2019.
- $2.\ Mr.\ Cutinho\ surrendered\ shares\ to\ the\ Company\ in\ order\ to\ fulfill\ tax\ withholding\ obligations\ upon\ the\ vesting\ of\ restricted\ stock\ on\ 9/15/2019.$

By: Margaret Austin Wright For: Sunil Kiran Cutinho

09/17/2019

\*\* 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.

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.