## SEC Form 4

## 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 OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person*			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>CME GROUP INC.</u> [CME]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Durkin Bry	an T				Director	10% Owner				
(Last) 20 S. WACKE	(First) ER DRIVE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/30/2016	X	Officer (give title below) Preside	Other (specify below) nt				
(Street) CHICAGO	IL	60606	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filir Form filed by One Re Form filed by More th	porting Person				
(City)	(State)	(Zip)			Person	poining				

### 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 Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock Class A	11/30/2016		М		15,000	A	\$54.3	68,680	D	
Common Stock Class A	11/30/2016		S		15,000(1)	D	\$112.849 <sup>(2)</sup>	53,680	D	

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

			( 3,	-	-										
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)		of Deri Seci Acq (A) o Disp of (E	umber vative urities uired or oosed o) (Instr. 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)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non- Qualified Stock Option (right to buy)	\$54.3	11/30/2016		М			15,000	09/15/2014 <sup>(3)</sup>	09/15/2020	Common Stock Class A	15,000	\$0.0	2,606	D	

#### Explanation of Responses:

1. This sale was completed pursuant to the terms of a pre-arranged trading plan established in accordance with Rule 10b5-1.

2. On November 30, 2016, Mr. Durkin sold an aggregate of 15,000 shares of CME Group Class A common stock. For reporting purposes, the sales prices within a \$1 range have been aggregated and the weighted average sales price has been reported. The price ranges were: \$112.67 to \$112.98 and \$113.00 to \$113.29. The Company maintains a record of the transactions and copies will be provided upon request.
 3. On September 15, 2014, these options vested with respect to 100% of the granted number of shares covered by the option.

<u>By: Margaret Austin Wright</u> <u>For: Bryan Durkin</u>

11/30/2016

Date

\*\* 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.