

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

| OMB APPROVAL                                 |           |
|--|-----------|
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|  |         |          |  |  |  |   |  |  |
|--|---------|----------|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>Pieper James V.</u> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>CME GROUP INC. [ CME ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>MD &amp; CAO</b> |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>08/29/2013</u>        |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person                           |  |  |
| 20 S. WACKER DRIVE   |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                     |  |  |   |  |  |
| (Street)<br><u>CHICAGO IL 60606</u>                                |         |          |  |  |  |   |  |  |
| (City) (State) (Zip)   |         |          |  |  |  |   |  |  |

**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 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            | 08/29/2013                           |  | M                              |   | 465   | A          | \$62.83 | 7,756   | D  |   |
| Common Stock Class A            | 08/29/2013                           |  | S                              |   | 465 <sup>(1)</sup>  | D          | \$70.33 | 7,291   | D  |   |
| Common Stock Class A            | 08/29/2013                           |  | M                              |   | 100   | A          | \$25.4  | 7,391   | D  |   |
| Common Stock Class A            | 08/29/2013                           |  | S                              |   | 100 <sup>(1)</sup>  | D          | \$70.33 | 7,291   | D  |   |
| Common Stock Class A            | 08/29/2013                           |  | M                              |   | 875   | A          | \$50.39 | 8,166   | D  |   |
| Common Stock Class A            | 08/29/2013                           |  | S                              |   | 875 <sup>(1)</sup>  | D          | \$70.33 | 7,291   | D  |   |
| Common Stock Class A            | 08/29/2013                           |  | M                              |   | 1,395   | A          | \$56.87 | 8,686   | D  |   |
| Common Stock Class A            | 08/29/2013                           |  | S                              |   | 1,395 <sup>(1)</sup>  | D          | \$70.33 | 7,291   | D  |   |
| Common Stock Class A            | 08/29/2013                           |  | M                              |   | 1,000   | A          | \$54.37 | 8,291   | D  |   |
| Common Stock Class A            | 08/29/2013                           |  | S                              |   | 1,000 <sup>(1)</sup>  | D          | \$70.33 | 7,291   | D  |   |
| Common Stock Class A            | 08/29/2013                           |  | M                              |   | 2,220   | A          | \$54.3  | 9,511   | D  |   |
| Common Stock Class A            | 08/29/2013                           |  | S                              |   | 2,220 <sup>(1)</sup>  | D          | \$70.33 | 7,291   | D  |   |
| Common Stock Class A            | 08/29/2013                           |  | S                              |   | 2,469 <sup>(1)</sup>  | D          | \$70.33 | 4,822   | D  |   |
| Common Stock Class A            | 08/29/2013                           |  | S                              |   | 60 <sup>(1)</sup>   | D          | \$70.33 | 4,762   | D  |   |

**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) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Non-Qualified Stock Option (right to buy)  | \$25.4   | 08/29/2013                           |  | M                              |   |  | 100 | 06/14/2009 <sup>(2)</sup>                                | 06/14/2014      | Common Stock Class A  | 100  | \$0.0  | 0   | D  |       |
| Non-Qualified Stock Option (right to buy)  | \$50.39  | 08/29/2013                           |  | M                              |   |  | 875 | 06/15/2010 <sup>(3)</sup>                                | 06/15/2015      | Common Stock Class A  | 875  | \$0.0  | 0   | D  |       |

**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D)   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Non-Qualified Stock Option (right to buy)  | \$54.3   | 08/29/2013                           |  | M                              |   |  | 2,220 | 09/15/2012 <sup>(4)</sup>                                | 09/15/2020      | Common Stock Class A  | 2,220                      | \$0.0                                      | 2,220  | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$54.37  | 08/29/2013                           |  | M                              |   |  | 1,000 | 09/15/2012 <sup>(5)</sup>                                | 09/15/2021      | Common Stock Class A  | 1,000                      | \$0.0                                      | 3,000  | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$56.87  | 08/29/2013                           |  | M                              |   |  | 1,395 | 09/15/2012 <sup>(6)</sup>                                | 09/15/2019      | Common Stock Class A  | 1,395                      | \$0.0                                      | 465  | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$62.83  | 08/29/2013                           |  | M                              |   |  | 465   | 03/15/2013 <sup>(7)</sup>                                | 03/15/2020      | Common Stock Class A  | 465                        | \$0.0                                      | 155  | D   |  |

**Explanation of Responses:**

- This sale was completed pursuant to the terms of a pre-arranged trading plan established in accordance with Rule 10b5-1.
- As of 6/14/2009, this option vested with respect to 100% of the granted number of shares covered by the option.
- As of 6/15/2010, this option vested with respect to 100% of the granted number of shares covered by the option.
- These options were granted on September 15, 2010. They vest over a four-year period, with 25% vesting one year after the grant date and 25% vesting on that same date in each of the following three years, subject to acceleration or termination in certain circumstances.
- These options were granted on September 15, 2011. They vest over a four-year period, with 25% vesting one year after the grant date and 25% vesting on that same date in each of the following three years, subject to acceleration or termination in certain circumstances.
- These options were granted on September 15, 2009. They vest over a four-year period, with 25% vesting one year after the grant date and 25% vesting on that same date in each of the following three years, subject to acceleration or termination in certain circumstances.
- These options were granted on March 15, 2010. They vest over a four-year period, with 25% vesting one year after the grant date and 25% vesting on that same date in each of the following three years, subject to acceleration or termination in certain circumstances.

By: Margaret Austin Wright      09/03/2013  
For: James Vincent Pieper

\*\* 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.**