FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| l | OMB APPRO | VAL | | | | |
|---|-------------------------|-----------|--|--|--|--|
| | OMB Number: | 3235-0287 | | | | |
| l | Estimated average burde | en | | | | |
| l | hours per response: | 0.5 | | | | |

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

| | d Address of | | 2. Issuer Name and Ticker or Trading Symbol CME GROUP INC. [CME] | | | | | | | | | | | p of Reportin plicable) | g Pers | son(s) to Is | | | | |
|---|---|--|--|---|------------------------------|---|---|-------------------------|-----------------------------|---------------------------|--|----------------|-------|---|--|--|---|--|--|--|
| (Last) 20 S. WA | (Fir | , | | 3. Date of Earliest Transaction (Month/Day/Year) 09/14/2019 | | | | | | | | | X | Offic | Officer (give title below) Sr MD Chief F | | Other (below) | (specify | | |
| (Street) CHICAG (City) | CHICAGO IL 60606 | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | 6. Indi Line) X | ividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| | | Tabl | e I - Noi | n-Deriv | ative | Se | curiti | es Ac | quired, | Dis | posed o | f, o | r Be | enefi | cially | Owne | ed | | | |
| 1. Title of S | ecurity (Inst | r. 3) | Date | nsaction :h/Day/Year) | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | Code (| Transaction Code (Instr. | | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 | | | | Securi Benefi Owner | 5. Amount of Securities Beneficially Owned Following | | wnership n: Direct or Indirect nstr. 4) | 7. Nature of Indirect Beneficial Ownership | |
| | | | | | | | | Code | v | Amount | (A) or (D) Pr | | ice | Reported Transaction(s) (Instr. 3 and 4) | | | | (Instr. 4) | | |
| Common | Stock Class | s A | 09/14 | 09/14/2019 | | | | F | | 513 ⁽¹⁾ | | D | \$ | 205.8 | 29,841 | | D | | | |
| Common | Stock Class | s A | 09/15 | 09/15/2019 | | | | F | | 453 ⁽²⁾ | | D | \$ | 205.8 | 29,388 | | | D | | |
| Common | Stock Class | s A | /2019 | | | | F | | 614(2) | | D | \$ | 205.8 | 28,774 | | | D | | | |
| Common | Stock Class | s A | 09/15 | /2019 | | | | F | | 591 ⁽²⁾ | | D | \$ | 205.8 | 28,183 | | D | | | |
| Common | Stock Class | 5/2019 | 2019 | | A | | 3,984 | 4 A \$0.0 | | \$0.0 | 32,167 | | | D | | | | | | |
| | | Та | | | | | | | , | | sed of, onvertib | | | | • | wned | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deem Execution if any (Month/Da | n Date, | 4. Transa Code (8) | | n of Deri Sec Acq (A) o Disp | oosed D) tr. 3, 4 | 6. Date Expiration (Month/D | on Date | 9 | or Nu of | | of es ng re (Instr. Amour or Numbe | Deriv Secu (Inst | vative irity r. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | O F D OI (I) | .0. Ownership orm: Direct (D) or Indirect I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |

Explanation of Responses:

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

By: Margaret Austin Wright
For: John William Pietrowicz

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.