SEC Form 4

**FORM 4**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**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

| 1. Name and Address of Reporting Person* <br> **Tully Sean** | 2. Issuer Name **and** Ticker or Trading Symbol <br> **CME GROUP INC.** [ CME ] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|

1. Name and Address of Reporting Person*

**Tully Sean**

| (Last) | (First) | (Middle) |
|---|---|---|

**20 S. WACKER DRIVE**

(Street)

| **CHICAGO** | **IL** | **60606** |
|---|---|---|

| (City) | (State) | (Zip) |
|---|---|---|

2. Issuer Name **and** Ticker or Trading Symbol

**CME GROUP INC.** [ CME ]

3. Date of Earliest Transaction (Month/Day/Year)

03/15/2019

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

|   | Director |   | 10% Owner |
|---|---|---|---|
| X | Officer (give title below) |   | Other (specify below) |

**Sr MD Global Hd Financial & OT**

6. Individual or Joint/Group Filing (Check Applicable Line)

| X | 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 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 | 03/15/2019 | | A | | 3,674[1] | A | $0.0 | 27,002 | D | |
| Common Stock Class A | 03/15/2019 | | F | | 1,800[2] | D | $170.14 | 25,202 | D | |
| Common Stock Class A | 03/15/2019 | | A | | 3,674[1] | A | $0.0 | 28,876 | D | |
| Common Stock Class A | 03/15/2019 | | F | | 1,613[2] | D | $170.14 | 27,263 | D | |
| Common Stock Class A | 03/16/2019 | | F | | 140[3] | D | $170.14 | 27,123 | 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 | | | | |

**Explanation of Responses:**

1. Represents shares earned from a 2015 performance share award based on the company's achievement of net income margin growth relative to the diversified financial services index of the S&P 500 and total shareholder return relative to the S&P 500 measured over 2016-2018.

2. Mr. Tully surrendered shares to the Company in order to fulfill tax withholding obligations in connection with the receipt of the performance share award.

3. Mr. Tully surrendered shares to the Company in order to fulfill tax withholding obligations upon the vesting of restricted stock on 3/16/19.

By: Margaret Austin Wright
For: Sean Peter Tully

03/19/2019

** 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.**