SEC Form 4

Г

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Estimated average b	urden
hours per response:	0.5

) to ob	neck this box if no longer subject Section 16. Form 4 or Form 5 bligations may continue. See struction 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

1. Name and Add Vroman Ke		g Person [*]	2. Issuer Name and Ticker or Trading Symbol <u>CME GROUP INC.</u> [CME]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner						
20 S. WACKER DRIVE		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2020	X Officer (give title Other (specify below) below) Sr MD International & Optimiza						
			4. If Amendment, Date of Original Filed (Month/Day/Year)	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 L- Non-Derivative Securities Acquired Disposed of or Beneficially Owned										

2. Transaction 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5. Amount of Securities 6. Ownership Form: Direct 1. Title of Security (Instr. 3) 2A. Deemed 3. Transaction 7. Nature Execution Date, of Indirect Date Beneficial Ownership (Instr. 4) (Month/Day/Year) if any Code (Instr. 5) Beneficially (D) or Indirect (Month/Day/Year) 8) Owned Following (I) (Instr. 4) Reported (A) or (D) Transaction(s) (Instr. 3 and 4) Code v Amount Price **960**⁽¹⁾ Common Stock Class A 03/15/2020 А A **\$0.0** 10,325 D 282(2) F Common Stock Class A 03/15/2020 D \$182.01 10,043 D Common Stock Class A 03/15/2020 A 960⁽¹⁾ A \$<mark>0.0</mark> 11,003 D Common Stock Class A 03/15/2020 F 282(2) D \$182.01 10,721 D Common Stock Class A 03/16/2020 A 1,136 A \$<mark>0.0</mark> 11,857 D

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

(3-, Fares,, -Fares,,														
1. Title of Derivative Security (Instr. 3)			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)		Expiration Date (Month/Day/Year)		d 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)	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 2016 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 2017-2019.

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

By: Margaret Austin Wright	
For: Kendal L. Vroman	

** Signature of Reporting Person Date

03/17/2020

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.