SEC Form 3

**FORM 3**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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><br>Kometer Kevin <br><br> (Last) (First) (Middle) <br> 20 S. WACKER DRIVE <br><br> (Street) <br> CHICAGO IL 60606 <br><br> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) <br> 06/30/2008 | 3. Issuer Name **and** Ticker or Trading Symbol <br> CME GROUP INC. [ CME ] |
|---|---|---|

| 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <br><br> Director 10% Owner <br> X Officer (give title below) Other (specify below) <br> **MD & CIO** | 5. If Amendment, Date of Original Filed (Month/Day/Year) <br><br> 6. Individual or Joint/Group Filing (Check Applicable Line) <br> X Form filed by One Reporting Person <br> Form filed by More than One Reporting Person |
|---|---|

## Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|
| Common Stock Class A | 273 | D | |

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|---|---|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Non-Qualified Stock Option (right to buy) | 06/06/2007[1] | 06/06/2013 | Common Stock Class A | 2,398 | 63.01 | D | |
| Non-Qualified Stock Option (right to buy) | 06/14/2007[2] | 06/14/2014 | Common Stock Class A | 1,600 | 127 | D | |
| Non-Qualified Stock Option (right to buy) | 06/15/2007[3] | 06/15/2015 | Common Stock Class A | 900 | 251.95 | D | |
| Non-Qualified Stock Option (right to buy) | 06/16/2009[4] | 06/16/2018 | Common Stock Class A | 1,020 | 419.41 | D | |
| Non-Qualified Stock Option (right to buy) | 03/15/2008[5] | 03/15/2016 | Common Stock Class A | 100 | 430.47 | D | |
| Non-Qualified Stock Option (right to buy) | 06/15/2007[6] | 06/15/2016 | Common Stock Class A | 765 | 440.65 | D | |
| Non-Qualified Stock Option (right to buy) | 06/15/2008[7] | 06/15/2017 | Common Stock Class A | 825 | 552.7 | D | |

**Explanation of Responses:**

1. On June 6, 2007, this option vested with respect to 80% of the granted number of shares covered by the option. On the anniversary of that date in each of the two subsequent years, the option will vest with respect to an additional 80% of the shares covered by the option, subject to acceleration or termination in certain circumstances.

2. On June 14, 2007, this option vested with respect to 60% of the granted number of shares covered by the option. On the anniversary of that date in each of the two subsequent years, the option will vest with respect to an additional 40% of the shares covered by the option, subject to acceleration or termination in certain circumstances.

3. On June 15, 2007, this option vested with respect to 40% of the granted number of shares covered by the option. On the anniversary of that date in each of the two subsequent years, the option will vest with respect to an additional 60% of the shares covered by the option, subject to acceleration or termination in certain circumstances.

4. These options were granted on June 16, 2008. They vest over a five-year period, with 20% vesting one year after the grant date and 80% vesting on that same date in each of the following four years, subject to acceleration or termination in certain circumstances

5. On March 15, 2008, this option vested with respect to 40% of the granted number of shares covered by the option. On the anniversary of that date in each of the three subsequent years, the option will vest with respect to an additional 60% of the shares covered by the option, subject to acceleration or termination in certain circumstances.

6. On June 15, 2007, this option vested with respect to 20% of the granted number of shares covered by the option. On the anniversary of that date in each of the four subsequent years, the option will vest with respect to an additional 80% of the shares covered by the option, subject to acceleration or termination in certain circumstances.

7. These options were granted on June 15, 2007. They vest over a five-year period, with 20% vesting one year after the grant date and 80% vesting on that same date in each of the following four years, subject to acceleration or termination in certain circumstances.

| By: Margaret C. Austin For: Kevin Kometer | 07/07/2008 |
|---|---|
| ** 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 5 (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.**

POWER OF ATTORNEY

For Executing Forms 3, 4 and 5 Pursuant to Section 16(a) of
the Securities Exchange Act

Know all by these presents, that the undersigned
hereby constitutes and appoints each of Kathleen M. Cronin,
Margaret C. Austin and Mary Croft signing singly, his/her
true and lawful attorney-in-fact to:

(1)     execute for and on behalf of the undersigned
Forms 3, 4 and 5 and amendments thereto in
accordance with Section 16(a) of the Securities
Exchange Act of 1934 and the rules thereunder;

(2)     do and perform any and all acts for and on
behalf of the undersigned
which may be necessary or desirable to complete
the execution of any such Form 3, 4 and 5 and the
timely filing of such form with the United States
Securities and Exchange Commission and any other
authority; and

(3)     take any other action of any type whatsoever
in connection with the foregoing which, in the
opinion of such attorney-in-fact, may be of
benefit to, in the best interest of, or legally
required by, the undersigned, it being understood
that the documents executed by such attorney-in-
fact on behalf of the undersigned pursuant to
this Power of Attorney shall be in such form and
shall contain such terms and conditions as such
attorney-in-fact may approve in his/her
discretion.

The undersigned hereby grants to each such attorney-
in-fact full power and authority to do and perform all and
every act and thing whatsoever requisite, necessary and
proper to be done in the exercise of any of the rights and
powers herein granted, as fully to all intents and purposes
as such attorney-in-fact might or could do if personally
present, with full power of substitution or revocation,
hereby ratifying and confirming all that such attorney-in-
fact, or his/her substitute or substitutes, shall lawfully
do or cause to be done by virtue of this power of attorney
and the rights and powers herein granted.  The undersigned
acknowledges that the foregoing attorney-in-fact, in
serving in such capacity at the request of the undersigned,
are not assuming any of the undersigneds responsibilities
to comply with Section 16 of the Securities Exchange Act of
1934.

This Power of Attorney shall remain in full force and
effect until the undersigned is no longer required to file
Forms, 3, 4, and 5 with respect to the undersigneds
holdings of and transactions in securities issued by the
Company, unless earlier revoked by the undersigned in a
signed writing delivered to the foregoing attorneys-in-
fact.

IN WITNESS WHEREOF, the undersigned has caused this
Power of Attorney to be executed as of this 2nd day of
June, 2008.


   Signature:
_____


                              Print Name: Kevin Kometer