SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 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 Sammann I		ng 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								
(Last) 20 S. WACKH	(First) ER DRIVE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/15/2020	X Onicer (give nite below) below) Sr MD Gl Hd Commodity & Option								
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)								
CHICAGO	CHICAGO IL 60606			X Form filed by One Reporting Person								
(City)	(State)	(Zip)	-	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)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock Class A	09/15/2020		A		4,016	A	\$0.0	15,687	D	
Common Stock Class A	09/16/2020		F		346(1)	D	\$170.2	15,341	D	
Common Stock Class A	09/10/2020		G	v	1,500	D	\$0.0	14,257	Ι	by Spouse ⁽²⁾
Common Stock Class A								2,253	Ι	by Children
Common Stock Class A								16,747	Ι	by Trust

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. Transa Code (8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exerc Expiration Da (Month/Day/Y	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. Mr. Sammann surrendered shares to the Company in order to fulfill tax withholding obligations upon the vesting of restricted stock on 9/16/2020.

2. Ownership has been updated to reflect the transfer of 1,500 shares of common stock from the reporting person spouse revocable living trust into a charitable donor advised fund.

By: Margaret Austin Wright For: Derek Louis Sammann 09/17/2020

** 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.