

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |  |   |
|---|--|---|
| 1. Name and Address of Reporting Person*<br><u>CRONIN KATHLEEN M</u><br><br>(Last) (First) (Middle)<br><u>20 S. WACKER DRIVE</u><br><br>(Street)<br><u>CHICAGO IL 60606</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>CME GROUP INC. [ CME ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Sr MD Gen Counsel &amp; Corp Secur</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/14/2019</u>        |   |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                     | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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            | 03/14/2019                           |  | M                              |   | 1,319   | A          | \$54.3                    | 41,604  | D  |   |
| Common Stock Class A            | 03/14/2019                           |  | S                              |   | 1,319   | D          | \$168                     | 40,285  | D  |   |
| Common Stock Class A            | 03/14/2019                           |  | M                              |   | 7,021   | A          | \$54.3                    | 47,306  | D  |   |
| Common Stock Class A            | 03/14/2019                           |  | S                              |   | 7,021   | D          | \$167.4547 <sup>(1)</sup> | 40,285  | 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) |  |
|--|--|--------------------------------------|--|--------------------------------|--|-------|--|-----------------|---|--|--|---|--|--|
|  |  |                                      |  |                                | (A)  | (D)   | Date Exercisable   | Expiration Date |   |  |  |   |  |  |
| Non-Qualified Stock Option (right to buy)  | \$54.3   | 03/14/2019                           |  | M                              |  | 1,319 | (2)  | 09/15/2020      | Common Stock Class A  | 1,319                                      | \$0.0  | 7,021   | D  |  |
| Non-Qualified Stock Option (right to buy)  | \$54.3   | 03/14/2019                           |  | M                              |  | 7,021 | (2)  | 09/15/2020      | Common Stock Class A  | 7,021                                      | \$0.0  | 0   | D  |  |

**Explanation of Responses:**

- On March 14, 2019, Ms. Cronin sold a total of 7,021 shares of CME Group Class A common stock at an average price of \$167.45 per share, including the exercise of options. The price ranges were \$167.45 through \$167.49. The Company maintains a record of the transactions and copies will be provided upon request.
- As of 9/15/2014, this option vested with respect to 100% of the granted number of shares covered by the option.

By: Margaret Austin Wright      03/18/2019  
 For: Kathleen Marie Cronin

\*\* 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.