Instruction 1(b).

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

OMB APPROVAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 3235-0287 Estimated average burden

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| Name and Address of Reporting Person* Pietrowicz John W. | | | | | | 2. Issuer Name and Ticker or Trading Symbol CME GROUP INC. [CME] | | | | | | | | (Check | all app Direc | , | ng Per | son(s) to Is 10% O Other (| wner |
|--|---|--|--------|--|--|---|---|---|---|---|--------------------|--|--------------------------------------|--------------------|---|--|-----------|--|--|
| (Last) 20 S. WA | ast) (First) (Middle) 0 S. WACKER DRIVE | | | | 3. Date of Earliest Tran 03/15/2021 | | | | | saction (Month/Day/Year) | | | | X | below) Sr MD Chief Fin | | inanc | below) | ' ' |
| (Street) CHICAC | CHICAGO IL 60606 | | | | 4. If A | Line) X Fo | | | | | | | | | Form Form | al or Joint/Group Filing (Check Applicable orm filed by One Reporting Person orm filed by More than One Reporting erson | | | |
| | | Table | I - No | n-Deriva | tive S | Secui | rities | Acc | uired | l, Dis | posed of | , or E | Benefi | cially | Own | ed | | | |
| | | | | 2. Transaction Date (Month/Day/Year) | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5) | | | 4 and Secur Benef | | cially Following | Form (D) o | n: Direct | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | | | | | Code | v | Amount | (A) o | Pric | е | Transa | ction(s) 3 and 4) | | | (111501.4) |
| Common Stock Class A 03/15 | | | | | 021 | | | | A | | 9,398(1) | A | \$20 | 9.09 | .09 51,728 | | | D | |
| Common Stock Class A 03/15/2 | | | | | 021 |)21 | | | | | 3,806(2) | D \$209 | | 9.09 | 09 47,922 | | | D | |
| | | Tal | ole II | | | | | | | | osed of, convertib | | | | Owne | d | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | if any | eemed tion Date, h/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 Day/ (Month/Day/ | | ate | 7. Title and Amount of Securities Underlying Derivative Security (Ins 3 and 4) | | Der Sed (Ins | rice of ivative curity etr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | y | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership ct (Instr. 4) |
| | | | | | Code | v | (A) | (D) | Date Exerci | sable | Expiration Date | Title | Amoun or Numbe of Shares | r | | | | | |

Explanation of Responses:

- 1. Represents shares earned from a 2017 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 2018-2020.
- 2. Mr. Pietrowicz 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: John William Pietrowicz

03/17/2021

hours per response:

0.5

** 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.