

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

<b>1. Name and Address of Reporting Person*</b> <u>Rich Linda Dallas</u>  (Last) (First) (Middle) <u>20 S. WACKER DRIVE</u>  (Street) <u>CHICAGO IL 60606</u>  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> <u>04/18/2012</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>CME GROUP INC. [ CME ]</u>  <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. MD, Govt Rel/Leg Affairs</u>	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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### 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)
<u>Common Stock Class A</u>	<u>1,139</u>	<u>D</u>	

### 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				
<u>Non-Qualified Stock Option (right to buy)</u>	<u>09/15/2011<sup>(1)</sup></u>	<u>09/15/2020</u>	<u>Common Stock Class A</u>	<u>1,080</u>	<u>271.49</u>	<u>D</u>
<u>Non-Qualified Stock Option (right to buy)</u>	<u>09/15/2012<sup>(2)</sup></u>	<u>09/15/2020</u>	<u>Common Stock Class A</u>	<u>1,320</u>	<u>271.86</u>	<u>D</u>
<u>Non-Qualified Stock Option (right to buy)</u>	<u>06/15/2011<sup>(3)</sup></u>	<u>06/15/2020</u>	<u>Common Stock Class A</u>	<u>364</u>	<u>309.75</u>	<u>D</u>

**Explanation of Responses:**

1. On September 15, 2011, this option vested with respect to 25% of the granted number of shares covered by the option.
2. These options were granted on September 15, 2011. They vest over a four-year period, with 25% vesting one year after the grant date and 25% vesting on that same date in each of the following three years, subject to acceleration or termination in certain circumstances.
3. On June 15, 2011, this option vested with respect to 25% of the granted number of shares covered by the option.

By: Margaret Austin Wright

For: Linda Dallas Rich

04/27/2012

\*\* 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 Austin Wright 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 undersigned 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 undersigned 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 25th day of April, 2012.

Signature: Linda Dallas Rich

Print Name: Linda Dallas Rich