

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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* <u>McCourt Timothy Francis</u> _____ (Last) (First) (Middle) <u>20 S WACKER DRIVE</u> _____ (Street) <u>CHICAGO IL 60606</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>CME GROUP INC. [CME]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Sr MD Global Head Equity & FX</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2022</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	03/15/2022		A		202 ⁽¹⁾	A	\$232	2,478	D	
Common Stock Class A	03/15/2022		F		73 ⁽²⁾	D	\$232	2,405	D	
Common Stock Class A	03/15/2022		A		1,044 ⁽³⁾	A	\$232	3,449	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. Represents shares earned from a 2018 performance share award based on the company's achievement of total shareholder return relative to the S&P 500 measured over 2019-2021.
2. Mr. McCourt surrendered shares to the Company in order to fulfill tax withholding obligations in connection with the receipt of the performance share award.
3. On March 15, 2022, the reporting person was granted restricted shares, vesting in four equal annual installments on the first four anniversaries of the grant date, subject to the restricted share agreement.

Remarks:

EXHIBIT LIST: EX-24 Tim McCourt POA

By: Margaret Austin Wright For: Timothy Francis McCourt

03/17/2022

** 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.

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 Margaret Austin Wright and Jenelle Chalmers si:
(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 Ex:
(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 :
(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 be

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing what:

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

IN WITNE2S3S WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this day of February 2022.

Signature:

Print Name:Tim McCourt