

**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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Pieper James V.</u>			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) <input checked="" type="checkbox"/> Other (specify below) <u>MD &amp; CAO / MD &amp; CAO</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/14/2013</u>			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		
20 S. WACKER DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>CHICAGO IL 60606</u>								
(City) (State) (Zip)								

**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	09/14/2013		F		166 <sup>(1)</sup>	D	\$72.35	4,596	D	
Common Stock Class A	09/15/2013		F		75 <sup>(2)</sup>	D	\$72.35	4,521	D	
Common Stock Class A	09/15/2013		F		111 <sup>(2)</sup>	D	\$72.35	4,410	D	
Common Stock Class A	09/15/2013		F		131 <sup>(2)</sup>	D	\$72.35	4,279	D	
Common Stock Class A	09/16/2013		M		465	A	\$56.87	4,744	D	
Common Stock Class A	09/16/2013		S		465 <sup>(3)</sup>	D	\$72.47	4,279	D	
Common Stock Class A	09/16/2013		M		1,000	A	\$54.37	5,279	D	
Common Stock Class A	09/16/2013		S		1,000 <sup>(3)</sup>	D	\$72.47	4,279	D	
Common Stock Class A	09/16/2013		M		1,110	A	\$54.3	5,389	D	
Common Stock Class A	09/16/2013		S		1,110 <sup>(3)</sup>	D	\$72.47	4,279	D	
Common Stock Class A	09/16/2013		S		1,210 <sup>(3)</sup>	D	\$72.47	3,069	D	
Common Stock Class A	09/16/2013		A		1,724	A	\$0.0	4,793	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						Title
Non-Qualified Stock Option (right to buy)	\$54.3	09/16/2013		M			1,110	09/15/2013 <sup>(4)</sup>	09/15/2020	Common Stock Class A	1,110	\$0.0	1,110	D	
Non-Qualified Stock Option (right to buy)	\$54.37	09/16/2013		M			1,000	09/15/2013 <sup>(5)</sup>	09/15/2021	Common Stock Class A	1,000	\$0.0	2,000	D	
Non-Qualified Stock Option (right to buy)	\$56.87	09/16/2013		M			465	09/15/2013 <sup>(6)</sup>	09/15/2019	Common Stock Class A	465	\$0.0	0	D	

**Explanation of Responses:**

1. Mr. Pieper surrendered shares to the Company in order to fulfill tax withholding obligations upon the vesting of restricted stock on 9/14/2013.

2. Mr. Pieper surrendered shares to the Company in order to fulfill tax withholding obligations upon the vesting of restricted stock on 9/15/2013.
3. This sale was completed pursuant to the terms of a pre-arranged trading plan established in accordance with Rule 10b5-1.
4. These options were granted on September 15, 2010. 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.
5. 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.
6. As of September 15, 2013, this option vested with respect to 100% of the granted number of shares covered by the option.

By: Margaret Austin Wright

For: James Vincent Pieper

09/17/2013

\*\* 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.**