

**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*<br><u>DUFFY TERRENCE A</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 (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Executive Chairman &amp; President</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/09/2016</u>        |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                     |  |

**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            | 03/09/2016                           |  | M                              |   | 5,340   | A          | \$54.37                  | 92,244  | D  |   |
| Common Stock Class A            | 03/09/2016                           |  | S                              |   | 5,340   | D          | \$93.5603 <sup>(1)</sup> | 86,904  | D  |   |
| Common Stock Class A            | 03/09/2016                           |  | S                              |   | 5,000   | D          | \$93.45                  | 81,904  | D  |   |
| Common Stock Class A            | 03/09/2016                           |  | S                              |   | 5,000   | D          | \$93.51                  | 76,904  | 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 |   |  |  |   |  | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy)  | \$54.37  | 03/09/2016                           |  | M                              |   | 5,340  |     | 09/15/2015 <sup>(2)</sup>                                | 09/15/2021      | Common Stock Class A  | 5,340                                      | \$0.0  | 0   | D  |                            |

**Explanation of Responses:**

- On March 9, 2016, Mr. Duffy sold an aggregate of 5,340 shares of CME Group Class A common stock. For reporting purposes, the sales prices within a \$1 range have been aggregated and the weighted average sales price has been reported. The price ranges were: \$93.50 to \$93.63. The Company maintains a record of the transactions and copies will be provided upon request.
- As of 9/15/2015, this option vested with respect to 100% of the granted number of shares covered by the option.

By: Margaret Austin Wright 03/10/2016  
 For: Terrence Andrew Duffy

\*\* 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.

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