

CME GROUP INC.
Form 4
August 09, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KEEVE EILEEN

(Last) (First) (Middle)
20 S. WACKER DRIVE
(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CME GROUP INC. [CME]

3. Date of Earliest Transaction
(Month/Day/Year)
08/07/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
MD Organizational Development

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ 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 | 08/07/2007 | | M | | 1,360 A \$ 63.01 | 3,095 | D |
| Common Stock Class A | 08/07/2007 | | S | | 1,360 D \$ 579.21 | 1,735 | D |
| Common Stock Class A | 08/07/2007 | | M | | 2,200 A \$ 127 | 3,935 | D |
| Common Stock | 08/07/2007 | | S | | 2,200 D \$ 579.21 | 1,735 | D |

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| | | | | | | | |
|---------------------------------------|------------|---|-----|---|--------------|-------|---|
| Class A Common Stock Class A | 08/07/2007 | M | 720 | A | \$ 251.95 | 2,455 | D |
| Common Stock Class A | 08/07/2007 | S | 720 | D | \$ 579.21 | 1,735 | D |
| Common Stock Class A | 08/07/2007 | M | 189 | A | \$ 440.65 | 1,924 | D |
| Common Stock Class A | 08/07/2007 | S | 189 | D | \$ 579.21 | 1,735 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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(9-02)

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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 63.01 | 08/07/2007 | | M | 1,360 | 06/06/2007 ⁽¹⁾ | 06/06/2013 | Common Stock Class A |
| Non-Qualified Stock Option (right to buy) | \$ 127 | 08/07/2007 | | M | 2,200 | 06/14/2007 ⁽²⁾ | 06/14/2014 | Common Stock Class A |
| Non-Qualified Stock Option (right to buy) | \$ 251.95 | 08/07/2007 | | M | 720 | 06/15/2007 ⁽³⁾ | 06/15/2015 | Common Stock Class A |
| Non-Qualified Stock Option | \$ 440.65 | 08/07/2007 | | M | 189 | 06/15/2007 ⁽⁴⁾ | 06/15/2016 | Common Stock |

(right to buy)

Class A

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KEEVE EILEEN 20 S. WACKER DRIVE CHICAGO, IL 60606 | | | MD Organizational Development | |

Signatures

By: Margaret C. Austin For: Eileen Beth
Keeve 08/09/2007

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
 - (1) On June 6, 2007, this option vested with respect to 80% of the granted number of shares covered by the option. On the anniversary of that date in the subsequent year, the option will vest with respect to an additional 20% of the shares covered by the option, subject to acceleration or termination in certain circumstances.
 - (2) On June 14, 2007, this option vested with respect to 60% of the granted number of shares covered by the option. On the anniversary of that date in each of the two subsequent years, the option will vest with respect to an additional 20% of the shares covered by the option, subject to acceleration or termination in certain circumstances.
 - (3) On June 15, 2007, this option vested with respect to 40% of the granted number of shares covered by the options. An additional 20% of the shares subject to the option will become exercisable on each of three subsequent anniversaries of that date, subject to acceleration or termination in certain circumstances.
 - (4) On June 15, 2007, this option vested with respect to 20% of the granted number of shares covered by the option. On the anniversary of that date in each of the four subsequent years, the option will vest with respect to an additional 20% of the shares covered by the option, subject to acceleration or termination in certain circumstances.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.