

CME GROUP INC.

Form 4

December 08, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Piell Hilda Harris

(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)

12/07/2016

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 ____ Other (specify
below) below)

Sr MD & Chief HR Officer

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock Class A	12/07/2016		M	375 A	\$ 106.58	29,500	D
Common Stock Class A	12/07/2016		S	375 ⁽¹⁾ D	\$ 120	29,125	D
Common Stock Class A	12/07/2016		M	3,275 A	\$ 110.54	32,400	D
Common Stock	12/07/2016		S	3,275 ⁽¹⁾ D	\$ 120	29,125	D

Edgar Filing: CME GROUP INC. - Form 4

Class A

Common

Stock	12/07/2016	M	2,200	A	\$	31,325	D
Class A					109.72		

Common

Stock	12/07/2016	S	2,200 (1)	D	\$	29,125	D
Class A							

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.

SEC 1474
(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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 106.58	12/07/2016		M	375	03/15/2012 ⁽²⁾ 03/15/2017	Common Stock Class A
Non-Qualified Stock Option (right to buy)	\$ 109.72	12/07/2016		M	2,200	09/14/2012 ⁽³⁾ 09/14/2017	Common Stock Class A
Non-Qualified Stock Option (right to buy)	\$ 110.54	12/07/2016		M	3,275	06/15/2012 ⁽⁴⁾ 06/15/2017	Common Stock Class A

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Piell Hilda Harris 20 S. WACKER DRIVE CHICAGO, IL 60606	Sr MD & Chief HR Officer

Signatures

By: Margaret Austin Wright For: Hilda
L. Piell

12/08/2016

__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) This sale was completed pursuant to the terms of a pre-arranged trading plan established in accordance with Rule 10b5-1.
- (2) On March 15, 2012, these options vested with respect to 100% of the granted number of shares covered by the option.
- (3) On September 14, 2012, these options vested with respect to 100% of the granted number of shares covered by the option.
- (4) On June 15, 2012, these options vested with respect to 100% of the granted number of shares covered by the option.

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.