

CME GROUP INC.
Form 4
December 08, 2016

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 *
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
 Officer (give title below) _____ Other (specify below)
Sr MD & Chief HR Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | 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 D \$ 120 | 29,125 | D |

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Class A

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

| | | | | | | | |
|----------------------------|------------|---|---------------------|---|--------|--------|---|
| Common Stock Class A | 12/07/2016 | S | <u>2,200</u> (1) | D | \$ 120 | 29,125 | 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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| 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.

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