

CME GROUP INC.
Form 4
September 03, 2013

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 *
Pieper James V.

(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)
08/29/2013

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 & CAO

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 (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock Class A | 08/29/2013 | | M | | 465 A \$ 62.83 | 7,756 | D |
| Common Stock Class A | 08/29/2013 | | S | | 465 (1) D \$ 70.33 | 7,291 | D |
| Common Stock Class A | 08/29/2013 | | M | | 100 A \$ 25.4 | 7,391 | D |
| Common Stock Class | 08/29/2013 | | S | | 100 (1) D \$ 70.33 | 7,291 | D |

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| | | | | | | | |
|----------------------------|------------|---|--------------------------------|---|-------------|-------|---|
| A | | | | | | | |
| Common Stock Class A | 08/29/2013 | M | 875 | A | \$ 50.39 | 8,166 | D |
| Common Stock Class A | 08/29/2013 | S | 875 ⁽¹⁾ | D | \$ 70.33 | 7,291 | D |
| Common Stock Class A | 08/29/2013 | M | 1,395 | A | \$ 56.87 | 8,686 | D |
| Common Stock Class A | 08/29/2013 | S | <u>1,395</u> ⁽¹⁾ | D | \$ 70.33 | 7,291 | D |
| Common Stock Class A | 08/29/2013 | M | 1,000 | A | \$ 54.37 | 8,291 | D |
| Common Stock Class A | 08/29/2013 | S | <u>1,000</u> ⁽¹⁾ | D | \$ 70.33 | 7,291 | D |
| Common Stock Class A | 08/29/2013 | M | 2,220 | A | \$ 54.3 | 9,511 | D |
| Common Stock Class A | 08/29/2013 | S | <u>2,220</u> ⁽¹⁾ | D | \$ 70.33 | 7,291 | D |
| Common Stock Class A | 08/29/2013 | S | <u>2,469</u> ⁽¹⁾ | D | \$ 70.33 | 4,822 | D |
| Common Stock Class A | 08/29/2013 | S | 60 ⁽¹⁾ | D | \$ 70.33 | 4,762 | D |

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

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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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|-----------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|----------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|--------------------------------------------|-----------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|----------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|

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- (3) As of 6/15/2010, this option vested with respect to 100% of the granted number of shares covered by the option.
- (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) These options were granted on September 15, 2009. 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.
- (7) These options were granted on March 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.

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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