

Pietrowicz John W.
Form 4
January 03, 2019

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 *
Pietrowicz John W.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/02/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr MD Chief Financial Officer

CHICAGO, IL 60606

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 01/02/2019 | | M | | 12,060 | A | \$ 54.3 44,780 |
| Common Stock Class A | 01/02/2019 | | S | | 12,060 ⁽¹⁾ | D | \$ 186.8972 ⁽²⁾ 32,720 |
| Common Stock Class A | 01/02/2019 | | M | | 1,740 | A | \$ 62.83 34,460 |
| Common Stock | 01/02/2019 | | S | | 1,740 ⁽¹⁾ | D | \$ 186.8972 32,720 |

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| | | | | | | | |
|--------------|------------|--|---|-------|-----|-------------|----------|
| Class A | | | | | (2) | | |
| Common Stock | 01/02/2019 | | M | 4,160 | A | \$ 56.87 | 36,880 D |
| Class A | | | | | | | |
| Common Stock | 01/02/2019 | | S | 4,160 | D | \$ 186.9795 | 32,720 D |
| Class A | | | | (1) | | (3) | |

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 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 54.3 | 01/02/2019 | | M | 12,060 | 09/15/2014 ⁽⁴⁾ | 09/15/2020 | Common Stock Class A |
| Non-Qualified Stock Option (right to buy) | \$ 56.87 | 01/02/2019 | | M | 4,160 | 09/15/2013 ⁽⁵⁾ | 09/15/2019 | Common Stock Class A |
| Non-Qualified Stock Option (right to buy) | \$ 62.83 | 01/02/2019 | | M | 1,740 | 03/15/2014 ⁽⁶⁾ | 03/15/2020 | Common Stock Class A |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pietrowicz John W. 20 S. WACKER DRIVE CHICAGO, IL 60606 | | | Sr MD Chief Financial Officer | |

Signatures

By: Margaret Austin Wright For: John William
Pietrowicz

01/03/2019

__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.

On January 2, 2019, Mr. Pietrowicz sold an aggregate of 13,800 shares of CME Group Class A common stock. For reporting purposes, (2) the sale prices within a \$1 range have been aggregated and the weighted average has been reported. The price ranges were \$186.04 to \$186.99 and \$187.00 to \$187.69. The Company maintains a record of the transactions and copies will be provided upon request.

On January 2, 2019, Mr. Pietrowicz sold an aggregate of 4,160 shares of CME Group Class A common stock. For reporting purposes, the (3) sale prices within a \$1 range have been aggregated and the weighted average has been reported. The price ranges were \$186.25 to \$186.97 and \$187.00 to \$187.65. The Company maintains a record of the transactions and copies will be provided upon request.

(4) As of 9/15/2014, this option vested with respect to 100% of the granted number of shares covered by the option.

(5) As of 9/15/2013, this option vested with respect to 100% of the granted number of shares covered by the option.

(6) As of 3/15/2014, this option 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.

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