CME GROUP INC.

Form 4

September 30, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Durkin Bryan T			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			CME GROUP INC. [CME]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
20 S. WACKER DRIVE (Street) CHICAGO, IL 60606			09/28/2016	X Officer (give title Other (specially) below) Sr MD Chief Commercial Office			
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
				Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	quired, Disposed of, or Beneficially Owne			

(City)	(State)	(Zip) Tal	ble I - Non	-Derivativ	e Secu	rities Acquire	ed, Disposed of, o	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit orDisposed (Instr. 3,	of (D)		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)
Common Stock Class A	09/28/2016		M	11,600	A	\$ 83.88	66,936	D	
Common Stock Class A	09/28/2016		S	11,600 (1)	D	\$ 105.0929 (2)	55,336	D	
Common Stock Class A	09/28/2016		M	1,734	A	\$ 56.87	57,070	D	
Common Stock	09/28/2016		S	1,734 (1)	D	\$ 105.0929	55,336	D	

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Class A (2)

Common

Stock 09/28/2016 S 1,656 D \$105.2 S3,680 D

Class A

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

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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 or 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 Ar Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title [
Non-Qualified Stock Option (right to buy)	\$ 56.87	09/28/2016		M	1,734	09/15/2010(4)	09/15/2019	Common Stock Class A
Non-Qualified Stock Option (right to buy)	\$ 83.88	09/28/2016		M	11,600	06/16/2013(5)	06/16/2018	Common Stock Class A

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Durkin Bryan T

20 S. WACKER DRIVE Sr MD Chief Commercial Officer

CHICAGO, IL 60606

Signatures

By: Margaret Austin Wright For: Bryan 09/29/2016

Durkin

**Signature of Reporting Person Date

Reporting Owners 2

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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 September 28, 2016, Mr. Durkin sold an aggregate of 13,334 shares of CME Group Class A common stock. For reporting purposes, the sales prices within a \$1 range have been aggregated and the weighted average sales price has been reported. The price ranges were: \$107.09 to \$107.99 and \$108.01 to \$108.62. The Company maintains a record of the transactions and copies will be provided upon request.
- On September 28, 2016, Mr. Durkin sold an aggregate of 1,656 shares of CME Group Class A common stock. For reporting purposes, the sales prices within a \$1 range have been aggregated and the weighted average sales price has been reported. The price ranges were: \$105.02 to \$105.51. The Company maintains a record of the transactions and copies will be provided upon request.
- (4) 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.
- (5) These options were granted on June 16, 2008. They vest over a five-year period, with 20% vesting one year after the grant date and 20% 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. 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.