

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.

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)

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

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

20 S. WACKER DRIVE

08/29/2013

MD & CAO

(Street)

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

CHICAGO, IL 60606

(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 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 <sup>(1)</sup> 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 <sup>(1)</sup> D \$ 70.33   | 7,291  | D                                 |

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|                            |            |   |                                |   |             |       |   |
|----------------------------|------------|---|--------------------------------|---|-------------|-------|---|
| A                          |            |   |                                |   |             |       |   |
| Common<br>Stock Class<br>A | 08/29/2013 | M | 875                            | A | \$<br>50.39 | 8,166 | D |
| Common<br>Stock Class<br>A | 08/29/2013 | S | 875 <sup>(1)</sup>             | D | \$<br>70.33 | 7,291 | D |
| Common<br>Stock Class<br>A | 08/29/2013 | M | 1,395                          | A | \$<br>56.87 | 8,686 | D |
| Common<br>Stock Class<br>A | 08/29/2013 | S | <u>1,395</u><br><sup>(1)</sup> | D | \$<br>70.33 | 7,291 | D |
| Common<br>Stock Class<br>A | 08/29/2013 | M | 1,000                          | A | \$<br>54.37 | 8,291 | D |
| Common<br>Stock Class<br>A | 08/29/2013 | S | <u>1,000</u><br><sup>(1)</sup> | D | \$<br>70.33 | 7,291 | D |
| Common<br>Stock Class<br>A | 08/29/2013 | M | 2,220                          | A | \$ 54.3     | 9,511 | D |
| Common<br>Stock Class<br>A | 08/29/2013 | S | <u>2,220</u><br><sup>(1)</sup> | D | \$<br>70.33 | 7,291 | D |
| Common<br>Stock Class<br>A | 08/29/2013 | S | <u>2,469</u><br><sup>(1)</sup> | D | \$<br>70.33 | 4,822 | D |
| Common<br>Stock Class<br>A | 08/29/2013 | S | 60 <sup>(1)</sup>              | D | \$<br>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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| Security                                  |          |            | Disposed of |       | Date Exercisable          | Expiration Date | Title                | Ar or N of SH |
|---|----------|------------|-------------|-------|---------------------------|-----------------|----------------------|---------------|
|   |          |            | (D)         | (A)   |                           |                 |                      |               |
| Non-Qualified Stock Option (right to buy) | \$ 25.4  | 08/29/2013 | M           | 100   | 06/14/2009 <sup>(2)</sup> | 06/14/2014      | Common Stock Class A |               |
| Non-Qualified Stock Option (right to buy) | \$ 50.39 | 08/29/2013 | M           | 875   | 06/15/2010 <sup>(3)</sup> | 06/15/2015      | Common Stock Class A |               |
| Non-Qualified Stock Option (right to buy) | \$ 54.3  | 08/29/2013 | M           | 2,220 | 09/15/2012 <sup>(4)</sup> | 09/15/2020      | Common Stock Class A | 2             |
| Non-Qualified Stock Option (right to buy) | \$ 54.37 | 08/29/2013 | M           | 1,000 | 09/15/2012 <sup>(5)</sup> | 09/15/2021      | Common Stock Class A | 1             |
| Non-Qualified Stock Option (right to buy) | \$ 56.87 | 08/29/2013 | M           | 1,395 | 09/15/2012 <sup>(6)</sup> | 09/15/2019      | Common Stock Class A | 1             |
| Non-Qualified Stock Option (right to buy) | \$ 62.83 | 08/29/2013 | M           | 465   | 03/15/2013 <sup>(7)</sup> | 03/15/2020      | Common Stock Class A |               |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |          |       |
|--|---------------|-----------|----------|-------|
|  | Director      | 10% Owner | Officer  | Other |
| Pieper James V.<br>20 S. WACKER DRIVE<br>CHICAGO, IL 60606 |               |           | MD & CAO |       |

## Signatures

By: Margaret Austin Wright For: James Vincent  
Pieper

09/03/2013

\*\*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) As of 6/14/2009, this option vested with respect to 100% of the granted number of shares covered by the option.

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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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