

Sammann Derek
Form 4
March 19, 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 *
Sammann Derek

(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)
03/15/2019

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 Gl Hd Commodity & Option

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 or Price | | |
| Common Stock Class A | 03/15/2019 | | A | | 3,674 (1) | A | \$ 0 21,762 D |
| Common Stock Class A | 03/15/2019 | | F | | 1,628 (2) | D | \$ 170.14 20,134 D |
| Common Stock Class A | 03/15/2019 | | A | | 3,674 (1) | A | \$ 0 23,808 D |
| Common Stock | 03/15/2019 | | F | | 1,461 (2) | D | \$ 170.14 22,347 D |

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| | | | | | | | | |
|---------------------------------------|------------|---|-------------------|---|--------------|--------|---|----------------|
| Class A Common Stock Class A | 03/16/2019 | F | 67 ⁽³⁾ | D | \$ 170.14 | 22,280 | D | |
| Common Stock Class A | | | | | | 1,758 | I | by Children |
| Common Stock Class A | | | | | | 12,540 | I | by Spouse |
| Common Stock Class A | | | | | | 10,724 | I | by Trust |

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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| Sammann Derek 20 S. WACKER DRIVE CHICAGO, IL 60606 | Sr MD Gl Hd Commodity & Option |

Signatures

By: Margaret Austin Wright For: Derek Louis
Sammann

03/19/2019

__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).
Represents shares earned from a 2015 performance share award based on the company's achievement of net income margin growth
- (1) relative to the diversified financial services index of the S&P 500 and total shareholder return relative to the S&P 500 measured over 2016-2018.
- (2) Mr. Sammann surrendered shares to the Company in order to fulfill tax withholding obligations in connection with the receipt of the performance share award.
- (3) Mr. Sammann surrendered shares to the Company in order to fulfill tax withholding obligations upon the vesting of restricted stock on 3/16/19.

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.