CME GROUP INC.

Form 4

August 17, 2011

FORM 4

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

OMB Number:

3235-0287 January 31,

2005

0.5

Check this box if no longer

subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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Form 4 or Form 5 obligations may continue. See Instruction

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 * DONOHUE CRAIG S

(First) (Middle) (Last)

20 S. WACKER DRIVE

(Street)

2. Issuer Name and Ticker or Trading

Symbol

CME GROUP INC. [CME]

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

08/15/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

_X__ Director 10% Owner X_ Officer (give title Other (specify

below) below)

CEO

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

CHICAGO, IL 60606

(City)

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Security

08/15/2011

(State)

(Month/Day/Year)

Execution Date, if (Month/Day/Year)

(Zip)

3. Code (Instr. 8)

J

4. Securities Acquired (A) 5. Amount of Transactionr Disposed of (D) (Instr. 3, 4 and 5)

(A)

Reported Code V Amount (D) Price

257.85

Securities Beneficially Form: Owned Following (Instr. 4)

D

7. Nature of Ownership Indirect Beneficial Direct (D) Ownership or Indirect (Instr. 4)

Transaction(s)

(Instr. 3 and 4)

40,170

Stock Class A

Common

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)

15,600

(1)

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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. Transact Code (Instr. 8)	5. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D)	5	ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DONOHUE CRAIG S							
20 S. WACKER DRIVE	X		CEO				
CHICAGO IL 60606							

Signatures

By: Margaret Austin Wright For: Craig S
Donohue

08/17/2011

**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).

On November 15, 2010, Mr. Donohue transferred an aggregate of 15,600 shares of CME Group Class A common stock to a grantor retained annuity trust for the benefit of his immediate family members. Effective as of August 15, 2011, the grantor retained annuity trust

(1) transferred the shares of Class A common stock to Mr. Donohue in exchange for assets having a fair market value equal to the number of shares times the average of the high and the low trading prices on August 15, 2011. The transaction was undertaken for estate planning purposes and did not have any impact on Mr. Donohue's overall beneficial ownership in CME Group Class A common stock.

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.

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