

CME GROUP INC.  
Form 4  
November 04, 2014

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
DUFFY TERRENCE A

(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)  
11/03/2014

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)  
Executive Chairman & President

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) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |   |
| Common Stock Class A            | 11/03/2014                           |  | M                              |   | 5,340   | A  | \$ 54.37 116,464                                      | D |
| Common Stock Class A            | 11/03/2014                           |  | S                              |   | 5,340   | D  | \$ 84.5534 111,124                                    | D |
| Common Stock Class A            | 11/03/2014                           |  | M                              |   | 9,240   | A  | \$ 54.3 120,364                                       | D |
| Common Stock                    | 11/03/2014                           |  | S                              |   | 9,240   | D  | \$ 84.5534 111,124                                    | D |

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Class A

(1)

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy)  | \$ 54.3  | 11/03/2014                           |  | M                              | 9,240   | 09/15/2014 <sup>(2)</sup> 09/15/2020                     | Common Stock Class A  |
| Non-Qualified Stock Option (right to buy)  | \$ 54.37   | 11/03/2014                           |  | M                              | 5,340   | 09/15/2014 <sup>(3)</sup> 09/15/2021                     | Common Stock Class A  |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| DUFFY TERRENCE A<br>20 S. WACKER DRIVE<br>CHICAGO, IL 60606 | X             |           | Executive Chairman & President |       |

## Signatures

By: Margaret Austin Wright For: Terrence Andrew Duffy

11/04/2014

        \*\*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).

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- On November 3, 2014, Mr. Duffy sold a total of 14,580 shares of CME Group Class A common stock at an average price of \$84.55 per
- (1) share, including the exercise of options. The price ranges were \$84.53 through \$84.63. The Company maintains a record of the transactions and copies will be provided upon request.
  - (2) On September 15, 2014, these options vested with respect to 100% of the granted number of shares covered by the option.
  - (3) 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.

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.