

Tobin Jack J
 Form 4
 September 07, 2018

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 *
 Tobin Jack J

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)
 20 S. WACKER DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
 09/05/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 MD Chief Accounting Officer

(Street)
 CHICAGO, IL 60606

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock Class A | 09/05/2018 | | M | | 1,780 \$ 56.87 | D | |
| Common Stock Class A | 09/05/2018 | | S | | 1,780 (1) \$ 174.8653 (2) | D | |
| Common Stock Class A | 09/05/2018 | | M | | 1,100 \$ 54.3 | D | |
| Common Stock | 09/05/2018 | | S | | 1,100 (1) \$ 174.8653 | D | |

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| | | | | | | | |
|---------|------------|--|---|-------|-----|----------|----------|
| Class A | | | | | (2) | | |
| Common | | | | | | | |
| Stock | 09/05/2018 | | M | 4,940 | A | \$ 54.37 | 20,694 D |
| Class A | | | | | | | |
| Common | | | | | | \$ | |
| Stock | 09/05/2018 | | S | 4,940 | D | 174.8653 | 15,754 D |
| Class A | | | | (1) | | (2) | |

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 54.3 | 09/05/2018 | | M | 1,100 | 09/15/2014 ⁽³⁾ 09/15/2020 | Common Stock Class A |
| Non-Qualified Stock Option (right to buy) | \$ 54.37 | 09/05/2018 | | M | 4,940 | 09/15/2015 ⁽⁴⁾ 09/15/2021 | Common Stock Class A |
| Non-Qualified Stock Option (right to buy) | \$ 56.87 | 09/05/2018 | | M | 1,780 | 09/15/2013 ⁽⁵⁾ 09/15/2019 | Common Stock Class A |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Tobin Jack J 20 S. WACKER DRIVE CHICAGO, IL 60606 | | | MD Chief Accounting Officer | |

Signatures

By: Margaret Austin Wright For: Jack J.
Tobin

09/07/2018

__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.

On September 5, 2018, Mr. Tobin sold an aggregate of 7,820 shares of CME Group Class A common stock. For reporting purposes, the sale prices within a \$1 range have been aggregated and the weighted average has been reported. The price ranges were 173.02 to \$173.99;
(2) \$174.09 to \$174.78; \$175.07 to \$175.98; \$176.06 to \$176.99; \$177.05 to \$177.31. The Company maintains a record of the transactions and copies will be provided upon request.

(3) As of 9/15/2014, this option vested with respect to 100% of the granted number of shares covered by the option.

(4) As of 9/15/2015, this option vested with respect to 100% of the granted number of shares covered by the option.

(5) As of 9/15/2013, this option vested with respect to 100% of the granted number of shares covered by the option.

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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