

CME GROUP INC.
Form 4
July 16, 2007

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 *
Durkin Bryan T

(Last) (First) (Middle)
20 SOUTH 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)
07/12/2007

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)

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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	Code	V	(A)	(D)				
Employee Stock Option (right to buy)	\$ 403.92	07/12/2007	A	2,250	07/12/2007	01/02/2017	Common Stock Class A	2,250
Employee Stock Option (right to buy)	\$ 144	07/12/2007	A	7,500	<u>(2)</u>	10/18/2015	Common Stock Class A	7,500
Employee Stock Option (right to buy)	\$ 250.03	07/12/2007	A	3,000	<u>(3)</u>	01/03/2016	Common Stock Class A	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Durkin Bryan T 20 SOUTH WACKER DRIVE CHICAGO, IL 60606		X		

Signatures

/s/ Margaret C. Austin For: Bryan T.
Durkin 07/16/2007

**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) Received in exchange for an employee stock option to acquire shares of CBOT Holdings, Inc. ("CBOT Holdings") Class A common stock in connection with the merger (the "Merger") of CBOT Holdings with and into Chicago Mercantile Exchange Holdings Inc. ("CME Holdings"). Pursuant to the terms of the agreement governing the Merger, at the effective time of the Merger, each share of CBOT Holdings Class A common stock was converted into the right to receive 0.3750 shares of CME Holdings Class A common stock. The effective time of the Merger occurred before the markets opened on July 13, 2007. The closing price on the trading day prior to the effective time of the Merger was \$580.05 for CME Holdings Class A common stock and \$227.50 for CBOT Holdings Class A common stock. Immediately prior to the effective time of the Merger, Mr. Durkin held options to purchase 34,000 shares of CBOT Holdings Class

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A common stock.

The option became exercisable as to 1,875 shares of CME Group Inc. at the effective time of the Merger. The option as to the remaining

- (2) 5,625 shares vests upon the earlier of twelve months of employment with CME Group Inc. or the involuntary termination of Mr. Durkin's employment.

The option became exercisable as to 750 shares of CME Group Inc. at the effective time of the Merger. The option as to the remaining

- (3) 2,250 shares vests upon the earlier of twelve months of employment with CME Group Inc. or the involuntary termination of Mr. Durkin's employment.

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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