

CME GROUP INC.
Form 5
February 14, 2017

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
SHEPARD WILLIAM R

(Last) (First) (Middle)

20 S. WACKER DR

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CME GROUP INC. [CME]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2016

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 Reporting

(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 at end of Issuer's Fiscal Year (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) | Amount or Price | | |
| Common Stock Class A | 09/28/2012 | Â | J ⁽¹⁾ | (2) | \$ 116.22 53.19 (2) | D | Â |
| Common Stock Class A | 12/28/2010 | Â | J ⁽¹⁾ | (2) | \$ 95.05 65.31 (2) | D | Â |
| Common Stock Class A | 03/28/2011 | Â | J ⁽¹⁾ | (2) | \$ 128.19 59.16 (2) | D | Â |

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| | | | | | | | | | |
|----------------------------|------------|---|------------------------|----------------------|---|---------------------------|-----------|---|---|
| Common Stock Class A | 06/28/2011 | Â | <u>J⁽¹⁾</u> | <u>134.3</u> (2) | A | \$ <u>56.74</u> (2) | 52,697.95 | D | Â |
| Common Stock Class A | 09/27/2011 | Â | <u>J⁽¹⁾</u> | <u>142.06</u> (2) | A | \$ <u>53.9</u> (2) | 52,840.01 | D | Â |
| Common Stock Class A | 12/31/2011 | Â | <u>J⁽¹⁾</u> | <u>158.23</u> (2) | A | \$ <u>48.65</u> (2) | 52,998.24 | D | Â |
| Common Stock Class A | 03/26/2012 | Â | <u>J⁽¹⁾</u> | <u>207.96</u> (2) | A | \$ <u>59.3</u> (2) | 53,206.2 | D | Â |
| Common Stock Class A | 06/26/2012 | Â | <u>J⁽¹⁾</u> | <u>231.5</u> (2) | A | \$ <u>53.67</u> (2) | 53,437.7 | D | Â |
| Common Stock Class A | 09/26/2012 | Â | <u>J⁽¹⁾</u> | <u>222.29</u> | A | \$ <u>56.86</u> | 53,659.99 | D | Â |
| Common Stock Class A | 12/27/2012 | Â | <u>J⁽¹⁾</u> | <u>252.99</u> | A | \$ <u>50.36</u> | 53,912.98 | D | Â |
| Common Stock Class A | 03/26/2013 | Â | <u>J⁽¹⁾</u> | <u>209.19</u> | A | \$ <u>61.44</u> | 54,122.17 | D | Â |
| Common Stock Class A | 06/26/2013 | Â | <u>J⁽¹⁾</u> | <u>169.78</u> | A | \$ <u>76.26</u> | 54,291.96 | D | Â |
| Common Stock Class A | 09/30/2013 | Â | <u>J⁽¹⁾</u> | <u>173.55</u> | A | \$ <u>75.04</u> | 54,465.51 | D | Â |
| Common Stock Class A | 12/27/2013 | Â | <u>J⁽¹⁾</u> | <u>164.12</u> | A | \$ <u>79.83</u> | 54,629.63 | D | Â |
| Common Stock Class A | 03/26/2014 | Â | <u>J⁽¹⁾</u> | <u>180.47</u> | A | \$ <u>76.25</u> | 54,810.1 | D | Â |
| Common Stock Class A | 06/26/2014 | Â | <u>J⁽¹⁾</u> | <u>197.96</u> | A | \$ <u>69.65</u> | 55,008.06 | D | Â |
| Common Stock Class A | 09/26/2014 | Â | <u>J⁽¹⁾</u> | <u>175.43</u> | A | \$ <u>79.46</u> | 55,183.49 | D | Â |
| Common Stock | 12/29/2014 | Â | <u>J⁽¹⁾</u> | <u>155.2</u> | A | \$ <u>90.34</u> | 55,338.69 | D | Â |

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| | | | | | | | | | | |
|-----------------------|---|---|---|---|---|---|---------|---|--|--------------|
| Class A | | | | | | | | | | |
| Common Stock Class A | Â | Â | Â | Â | Â | Â | 136,623 | I | | by Trust (3) |
| Common Stock Class B1 | Â | Â | Â | Â | Â | Â | 5 | I | | by Trust |
| Common Stock Class B2 | Â | Â | Â | Â | Â | Â | 5 | I | | by Trust |
| Common Stock Class B3 | Â | Â | Â | Â | Â | Â | 2 | I | | by Trust |
| Common Stock Class B4 | Â | Â | Â | Â | Â | Â | 1 | I | | by Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. of D Se B O E I F (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SHEPARD WILLIAM R 20 S. WACKER DR CHICAGO, IL 60606 | Â X | Â | Â | Â |

Signatures

by: Margaret Austin Wright for William R.
Shepard

02/14/2017

__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).

This Form 5 is being filed to correct the number of shares of CME Group Class A common stock beneficially held by Mr. Shepard. Mr.

- (1) Shepard acquired a total of 3,114.51 shares of CME Group Class A common stock under a broker directed dividend reinvestment plan (DRIP) on a quarterly basis from 9/28/2010 through 12/29/2014. His total direct ownership, including 3,114.51 shares, is 55,338.69.
- (2) Adjusted to account for a subsequent 5 to 1 stock split to reflect current ownership and cost.
- (3) Ownership has been updated to reflect the transfer of 136,623 shares of CME Group Class A common stock to Mr. Shepard's trust on December 9, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.