

Holzrichter Julie
Form 4
November 30, 2017

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 *
Holzrichter Julie

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)

3. Date of Earliest Transaction (Month/Day/Year)
11/28/2017

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

20 S. WACKER DRIVE

Sr MD Chief Operating Officer

(Street)

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

CHICAGO, IL 60606

(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)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock Class A	11/28/2017		M		4,580	A	\$ 54.37	45,563	D	
Common Stock Class A	11/28/2017		S		4,580	D	\$ 144.0839	40,983	D	
Common Stock Class A	11/28/2017		M		8,340	A	\$ 54.3	49,323	D	
Common Stock	11/28/2017		S		8,340	D	\$ 144.0839	40,983	D	

Class A

(1)

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 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 (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)
						Date Exercisable	Expiration Date	
Non-Qualified Stock Option (right to buy)	\$ 54.3	11/28/2017		M	8,340	09/15/2014 ⁽²⁾	09/15/2020	Common Stock Class A
Non-Qualified Stock Option (right to buy)	\$ 54.37	11/28/2017		M	4,580	09/15/2015 ⁽³⁾	09/15/2021	Common Stock Class A

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holzrichter Julie 20 S. WACKER DRIVE CHICAGO, IL 60606			Sr MD Chief Operating Officer	

Signatures

By: Margaret Austin Wright For: Julie Holzrichter

11/29/2017

**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).

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- On November 28, 2017, Ms. Holzrichter sold an aggregate of 12,920 shares of CME Group Class A common stock. For reporting purposes, the sales prices within a \$1 range have been aggregated and the weighted average sales price has been reported. The price ranges were: \$144.00 to \$144.23. The Company maintains a record of the transactions and copies will be provided upon request.
- (1) purposes, the sales prices within a \$1 range have been aggregated and the weighted average sales price has been reported. The price ranges were: \$144.00 to \$144.23. The Company maintains a record of the transactions and copies will be provided upon request.
 - (2) As of 9/15/2014, this option vested with respect to 100% of the granted number of shares covered by the option.
 - (3) As of 9/15/2015, 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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