

CRONIN KATHLEEN M

Form 4

June 16, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CRONIN KATHLEEN M

(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)
06/12/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

MD General Counsel & Corp Sec

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 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)
Common Stock Class A	06/12/2009		M	200	A \$ 74.68 2,184	D	
Common Stock Class A	06/12/2009		S	200	D \$ 337.39 1,984	D	
Common Stock Class A	06/12/2009		M	810	A \$ 63.01 2,794	D	
Common Stock	06/12/2009		S	810	D \$ 337.4 1,984	D	

Class A

Common

Stock	06/12/2009	M	100	A	\$ 63.01	2,084	D
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Class A

Common

Stock	06/12/2009	S	100	D	\$ 337.38	1,984	D
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Class A

Common

Stock	06/14/2009	F	36 ⁽¹⁾	D	\$ 340.93	1,948	D
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Class A

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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 63.01	06/12/2009		M	810	06/06/2008 ⁽²⁾ 06/06/2013	Common Stock Class A	810
Non-Qualified Stock Option (right to buy)	\$ 63.01	06/12/2009		M	100	06/06/2008 ⁽²⁾ 06/06/2013	Common Stock Class A	100
Non-Qualified Stock Option (right to buy)	\$ 74.68	06/12/2009		M	200	08/06/2008 ⁽³⁾ 08/06/2013	Common Stock Class A	200

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

CRONIN KATHLEEN M
20 S. WACKER DRIVE
CHICAGO, IL 60606

MD General Counsel & Corp Secr

Signatures

By: Margaret C. Austin For: Kathleen M.
Cronin

06/16/2009

__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) Ms. Cronin surrendered shares to the Company in order to fulfill tax withholding obligations upon the vesting of restricted stock on June 14, 2009.
- (2) On June 6, 2008, this option vested with respect to 100% of the granted number of shares covered by the option.
- (3) On August 6, 2008, 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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