CME GROUP INC.

Form 4 June 18, 2008

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

OMB APPROVAL OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Harley Jill A

Symbol

(Middle)

5. Relationship of Reporting Person(s) to

Issuer

CME GROUP INC. [CME]

2. Issuer Name and Ticker or Trading

(Check all applicable)

(Last) (First)

(Street)

(State)

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

06/16/2008

Director 10% Owner X_ Officer (give title Other (specify

below)

below) MD & CAO

20 S. WACKER DRIVE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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

CHICAGO, IL 60606

Security

(Instr. 3)

(City) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if Transactionof **Expiration Date** Security or Exercise Code Derivative (Month/Day/Year) any

(Instr. 3 and 4)

7. Title and Amou

Underlying Securi

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Securities Derivative Acquired (A) or Security Disposed of (D) (Instr. 3, 4, and 5)

> Title (A) (D) Date Exercisable Expiration

> > Date

Amo

80

or Nun of Shar

Non-Qualified Common Stock

Stock Option 800 06/16/2009(1) 06/16/2018 \$ 419.41 06/16/2008 Α (right to buy)

Class A

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director Officer 10% Owner

Harley Jill A

20 S. WACKER DRIVE MD & CAO

CHICAGO, IL 60606

Signatures

By: Margaret C. Austin For: Jill 06/18/2008 Harley

> **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).
- These options were granted on June 16, 2008. They vest over a five-year period, with 20% vesting one year after the grant date and 20% vesting on that same date in each of the following four years, subject to acceleration or termination in certain circumstances.

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

Reporting Owners 2