

CME GROUP INC.  
Form 3  
December 19, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Pietrowicz John W.                      |         | (Month/Day/Year)                     | CME GROUP INC. [CME]   |  |
| (Last)                                    | (First) | (Middle)                             | 12/10/2014   |  |
| 20 S. WACKER DRIVE                        |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| CHICAGO,Â ILÂ 60606                       |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | CFO & Sr MD Finance  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Class A Common Stock               | 35,368   | D   | Â  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|--|--|
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of  |  |

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|   |                           |            |                      | Shares |           | (I)<br>(Instr. 5) |   |
|---|---------------------------|------------|----------------------|--------|-----------|-------------------|---|
| Non-Qualified Stock Option (right to buy) | 09/15/2013 <sup>(1)</sup> | 09/15/2019 | Common Stock Class A | 4,160  | \$ 56.87  | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 03/15/2011 <sup>(2)</sup> | 03/15/2016 | Common Stock Class A | 500    | \$ 86.09  | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 06/15/2011 <sup>(3)</sup> | 06/15/2016 | Common Stock Class A | 3,900  | \$ 88.13  | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 06/15/2012 <sup>(4)</sup> | 06/15/2017 | Common Stock Class A | 4,625  | \$ 110.54 | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 06/16/2013 <sup>(5)</sup> | 06/16/2018 | Common Stock Class A | 5,175  | \$ 83.88  | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 03/15/2014 <sup>(6)</sup> | 03/15/2020 | Common Stock Class A | 1,740  | \$ 62.83  | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 09/15/2014 <sup>(7)</sup> | 09/15/2020 | Common Stock Class A | 12,060 | \$ 5,430  | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 09/15/2014 <sup>(8)</sup> | 09/15/2021 | Common Stock Class A | 5,000  | \$ 54.37  | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 06/15/2010 <sup>(9)</sup> | 06/15/2015 | Common Stock Class A | 4,000  | \$ 50.39  | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| Pietrowicz John W.<br>20 S. WACKER DRIVE<br>CHICAGO, IL 60606 | Â             | Â         | Â CFO & Sr MD Finance | Â     |

## Signatures

Margaret Austin Wright for John W. Pietrowicz  
12/19/2014

Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) As of 9/15/2013, this option vested with respect to 100% of the granted number of shares covered by the option.
- (2) As of 3/15/2011, this option vested with respect to 100% of the granted number of shares covered by the option.
- (3) As of 6/15/2011, this option vested with respect to 100% of the granted number of shares covered by the option.
- (4) As of 6/15/2012, this option vested with respect to 100% of the granted number of shares covered by the option.
- (5) As of 6/16/2013, this option vested with respect to 100% of the granted number of shares covered by the option.
- (6) As of 3/15/2014, this option vested with respect to 100% of the granted number of shares covered by the option.
- (7) As of 9/15/2014, this option vested with respect to 100% of the granted number of shares covered by the option.
- (8) These options were granted on September 15, 2011. They vest over a four-year period, with 25% vesting one year after the grant date and 25% vesting on that same date in each of the following three years, subject to acceleration or termination in certain circumstances.
- (9) As of 6/15/2009, 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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