

CME GROUP INC.  
Form 4  
March 18, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**DUFFY TERRENCE A**

(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)  
**03/14/2013**

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)  
**Executive Chairman & President**

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock Class A	03/14/2013		M		5,340 A \$ 54.37	98,541	D
Common Stock Class A	03/14/2013		S		5,340 D \$ 62.81 (1)	93,201	D
Common Stock Class A	03/14/2013		M		18,480 A \$ 54.3	111,681	D
Common Stock	03/14/2013		S		18,480 D \$ 62.81	93,201	D

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Class A						<u>(1)</u>	
Common Stock Class A	03/14/2013		M	15,890	A	\$ 56.87	109,091 D
Common Stock Class A	03/14/2013		S	15,890	D	\$ 62.81	93,201 D
						<u>(1)</u>	

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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 54.3	03/14/2013		M	18,480	09/15/2012 <sup>(2)</sup> 09/15/2020	Common Stock Class A
Non-Qualified Stock Option (right to buy)	\$ 54.37	03/14/2013		M	5,340	09/15/2012 <sup>(3)</sup> 09/15/2021	Common Stock Class A
Non-Qualified Stock Option (right to buy)	\$ 56.87	03/14/2013		M	15,890	09/15/2012 <sup>(4)</sup> 09/15/2019	Common Stock Class A

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUFFY TERRENCE A 20 S. WACKER DRIVE CHICAGO, IL 60606	X		Executive Chairman & President	

## Signatures

By: Margaret Austin Wright For: Terrence Andrew  
Duffy

03/18/2013

\_\_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).

On March 14, 2013, Mr. Duffy sold a total of 39,710 shares of CME Group Class A common stock at an average price of \$62.81 per (1) share, including the exercise of options. The price ranges were \$62.80 through \$62.92. The Company maintains a record of the transactions and copies will be provided upon request.

(2) On September 15, 2012, this option vested with respect to 50% of the granted number of shares covered by the option.

(3) On September 15, 2012, this option vested with respect to 25% of the granted number of shares covered by the option.

(4) On September 15, 2012, this option vested with respect to 75% 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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