

Parisi James E.
Form 4
May 30, 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 *
Parisi James E.

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)
05/28/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO & Sr MD Finance & Corp Dev

20 S. WACKER DRIVE

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock Class A | 05/28/2013 | | M | | 1,000 A \$ 19.02 | 53,810 | D |
| Common Stock Class A | 05/28/2013 | | S | | 1,000 (1) D \$ 65.6004 | 52,810 | D |
| Common Stock Class A | 05/28/2013 | | M | | 7,000 A \$ 25.4 | 59,810 | D |
| Common Stock | 05/28/2013 | | S | | 7,000 (1) D \$ 65.6004 | 52,810 | D |

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| | | | | | | | |
|---------------------------------------|------------|---|---------------------|---|------------|--------|---|
| Class A Common Stock Class A | 05/28/2013 | M | 8,000 | A | \$ 25.4 | 60,810 | D |
| Class A Common Stock Class A | 05/28/2013 | S | <u>8,000</u> (1) | D | \$ 65.935 | 52,810 | D |
| Class A Common Stock Class A | 05/28/2013 | M | 3,500 | A | \$ 50.39 | 56,310 | D |
| Class A Common Stock Class A | 05/28/2013 | S | <u>3,500</u> (1) | D | \$ 65.8273 | 52,810 | D |
| Class A Common Stock Class A | 05/28/2013 | M | 8,000 | A | \$ 50.39 | 60,810 | D |
| Class A Common Stock Class A | 05/28/2013 | S | <u>8,000</u> (1) | D | \$ 65.6425 | 52,810 | D |
| Class A Common Stock Class A | 05/28/2013 | M | 4,500 | A | \$ 44.8 | 57,310 | D |
| Class A Common Stock Class A | 05/28/2013 | S | <u>4,500</u> (1) | D | \$ 65.8273 | 52,810 | D |
| Class A Common Stock Class A | 05/28/2013 | S | <u>5,000</u> (1) | D | \$ 65.5 | 47,810 | D |

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 Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|

| | | | | | Date Exercisable | Expiration Date | Title | |
|---|----------|------------|------|-----------|---------------------------|-----------------|----------------------|---|
| | | | Code | V (A) (D) | | | | |
| Non-Qualified Stock Option (right to buy) | \$ 19.02 | 05/28/2013 | M | 1,000 | 03/15/2009 ⁽²⁾ | 03/15/2014 | Common Stock Class A | 1 |
| Non-Qualified Stock Option (right to buy) | \$ 25.4 | 05/28/2013 | M | 7,000 | 06/14/2009 ⁽³⁾ | 06/14/2014 | Common Stock Class A | 7 |
| Non-Qualified Stock Option (right to buy) | \$ 25.4 | 05/28/2013 | M | 8,000 | 06/14/2009 ⁽³⁾ | 06/14/2014 | Common Stock Class A | 8 |
| Non-Qualified Stock Option (right to buy) | \$ 44.8 | 05/28/2013 | M | 4,500 | 12/15/2009 ⁽⁴⁾ | 12/15/2014 | Common Stock Class A | 4 |
| Non-Qualified Stock Option (right to buy) | \$ 50.39 | 05/28/2013 | M | 3,500 | 06/15/2010 ⁽⁵⁾ | 06/15/2015 | Common Stock Class A | 3 |
| Non-Qualified Stock Option (right to buy) | \$ 50.39 | 05/28/2013 | M | 8,000 | 06/15/2010 ⁽⁵⁾ | 06/15/2015 | Common Stock Class A | 8 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Parisi James E. 20 S. WACKER DRIVE CHICAGO, IL 60606 | | | CFO & Sr MD Finance & Corp Dev | |

Signatures

By: Margaret Austin Wright For: James E. Parisi 05/30/2013

__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).

- (1) This sale was completed pursuant to the terms of a pre-arranged trading plan established in accordance with Rule 10b5-1.
- (2) As of 3/15/2009, this option vested with respect to 100% of the granted number of shares covered by the option.
- (3) As of 6/14/2009, this option vested with respect to 100% of the granted number of shares covered by the option.
- (4) As of 12/15/2009, this option vested with respect to 100% of the granted number of shares covered by the option.
- (5) As of 6/15/2010, this option vested with respect to 100% of the granted number of shares covered by the option.

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