

Holzrichter Julie
Form 4
August 08, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Holzrichter Julie

(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)

08/07/2017

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)

Sr MD Chief Operating Officer

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 (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)
Common Stock Class A	08/07/2017		M	5,875	A \$ 83.88	43,657	D
Common Stock Class A	08/07/2017		S	5,875	D \$ (1) 125.6709	37,782	D
Common Stock Class A	08/07/2017		M	6,040	A \$ 56.87	43,822	D
Common Stock	08/07/2017		S	6,040	D \$ 125.6709	37,782	D

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Class A

(1)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 56.87	08/07/2017		M	6,040	09/15/2013 ⁽²⁾ 09/15/2019	Common Stock Class A
Non-Qualified Stock Option (right to buy)	\$ 83.88	08/07/2017		M	5,875	06/16/2013 ⁽³⁾ 06/16/2018	Common Stock Class A

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Holzrichter Julie 20 S. WACKER DRIVE CHICAGO, IL 60606	Sr MD Chief Operating Officer

Signatures

By: Margaret Austin Wright For: Julie Holzrichter 08/08/2017

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).

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- On August 7, 2017, Ms. Holzrichter sold a total of 11,915 shares of CME Group Class A common stock at an average price of \$125.67
- (1) per share, including the exercise of options. The price ranges were \$125.65 through \$125.70. The Company maintains a record of the transactions and copies will be provided upon request.
 - (2) As of September 15, 2013, this option vested with respect to 100% of the option.
 - (3) As of June 16, 2013, this option vested with respect to 100% of 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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