CME GROUP INC.

Form 5

February 08, 2011

#### **OMB APPROVAL** FORM 5 **OMB**

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

CMF GROUP INC ICMF1

2005 Estimated average burden hours per response... 1.0

Number:

Expires:

5. Relationship of Reporting Person(s) to

Issuer

3235-0362

January 31,

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Symbol

Form 4

Transactions Reported

DONOHUE CRAIG S

1. Name and Address of Reporting Person \*

		CME (	ME GROUP INC. [CME]				(Chack all applicable)				
			ment for Issuer's Fiscal Year Ended /Day/Year) /2010			-			Owner er (specify		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			6	6. Individual or Joint/Group Reporting  (check applicable line)				
	IL 60606	(Zin)				F	Person	More than One Ro	eporting		
(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)  (A) or Amount (D) Price		of	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (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	11/15/2010	Â	G	15,600 (1)	D	\$0	15,600	I	by GRAT		
Common Stock Class A	Â	Â	Â	Â	Â	Â	24,570	D	Â		
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.			Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.					SEC 2270 (9-02)			

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
	•				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable	Date	Title	Number	
						Z.i.c. c isuoie	2		of	
					(A) (D)				Shares	

Of D So

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
DONOHUE CRAIG S 20 S. WACKER DR CHICAGO, IL 60606	ÂX	Â	CEO	Â			

## **Signatures**

Margaret Wright for Craig S.
Donohue
02/08/2011

\*\*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) On November 15, 2010, Mr. Donohue transferred an aggregate of 15,600 shares of CME Group Class A common stock to a grantor retained annuity trust for the benefit of his immediate family members.

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

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