

CME GROUP INC.  
Form 3  
May 29, 2014

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

OMB APPROVAL

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**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 and Ticker or Trading Symbol                                |  |
| Â Harley Jill A                           |         | (Month/Day/Year)                     | CME GROUP INC. [cme]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |         | 05/20/2014                           |  |  |
| 20 S. WACKER DR.                          |         |                                      | (Check all applicable)   | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | (give title below) (specify below)   |  |
|   |         |                                      | MD & CAO   |  |
| CHICAGO,Â IL                              | Â       | 60606                                |  |  |
| (City)                                    | (State) | (Zip)                                |  |  |

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

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Class A Common Stock            | 11,485  | 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 (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (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) | 07/12/2007 <sup>(1)</sup> | 01/02/2017 | Common Stock Class A | 2,500  | \$ 80.78 | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 06/16/2013 <sup>(2)</sup> | 06/16/2018 | Common Stock Class A | 4,000  | \$ 83.88 | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 03/14/2013 <sup>(3)</sup> | 03/14/2018 | Common Stock Class A | 825    | \$ 97.21 | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 09/15/2013 <sup>(4)</sup> | 09/15/2019 | Common Stock Class A | 1,600  | \$ 56.87 | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 09/15/2014 <sup>(5)</sup> | 09/15/2020 | Common Stock Class A | 4,050  | \$ 54.3  | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 09/15/2015 <sup>(6)</sup> | 09/15/2021 | Common Stock Class A | 4,900  | \$ 54.37 | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |            |       |
|--|---------------|-----------|------------|-------|
|  | Director      | 10% Owner | Officer    | Other |
| Harley Jill A<br>20 S. WACKER DR.<br>CHICAGO, IL 60606 | Â             | Â         | Â MD & CAO | Â     |

## Signatures

By: Margaret Austin Wright for Jill A. Harley  
Date: 05/29/2014

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) On July 12, 2007, these options vested with respect to 100% of the granted number of shares covered by the option.
- (2) On June 6, 2013, these options vested with respect to 100% of the granted number of shares covered by the option.
- (3) On March 14, 2013, these options vested with respect to 100% of the granted number of shares covered by the option.
- (4) On September 15, 2013, these options vested with respect to 100% of the granted number of shares covered by the option.
- (5) These options were granted on September 15, 2010. 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.
- (6) 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.

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