

Pietrowicz John W.
Form 4
March 19, 2018

FORM 4

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

OMB APPROVAL

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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 *
Pietrowicz John W.

(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)
03/15/2018

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)
Sr MD Chief Financial Officer

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock Class A	03/15/2018		A		2,497 (1)	A	\$ 0 34,873 D
Common Stock Class A	03/15/2018		A		6,160 (2)	A	\$ 0 41,033 D
Common Stock Class A	03/15/2018		F		1,107 (3)	D	\$ 165.66 39,926 D
Common Stock	03/15/2018		F		2,337 (3)	D	\$ 165.66 37,589 D

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Class A

Common
Stock
Class A

03/16/2018

F

132 ⁽⁴⁾ D

\$
165.12 37,457

D

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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Pietrowicz John W.
20 S. WACKER DRIVE
CHICAGO, IL 60606

Sr MD Chief Financial Officer

Signatures

By: Margaret Austin Wright For: John William
Pietrowicz

03/19/2018

__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).

Represents shares earned from a 2015 performance share award based on the company's achievement of net income margin growth relative to the diversified financial services index of the S&P 500 and total shareholder return relative to the S&P 500 measured over 2015-2017.

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- Represents shares earned from a 2014 performance share award based on the company's achievement of net income margin growth
- (2) relative to the diversified financial services index of the S&P 500 and total shareholder return relative to the S&P 500 measured over 2015-2017.
 - (3) Mr. Pietrowicz surrendered shares to the Company in order to fulfill tax withholding obligations in connection with the receipt of the performance share award.
 - (4) Mr. Pietrowicz surrendered shares to the Company in order to fulfill tax withholding obligations upon the vesting of restricted stock on 3/16/18.

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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