Edgar Filing: CME GROUP INC. - Form 4

CME GROU	JP INC.										
Form 4											
February 21,	, 2012										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL		
	UNITED	STATES		RITIES A shington,			NGE C	OMMISSION	OMB Number:	3235-0287	
Subject to Section 16. Form 4 or Form 5 Filed pursuant obligations may continue. See Instruction 30			 DF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section) of the Investment Company Act of 1940 						January 31, Expires: 2005 Estimated average burden hours per response 0.5		
1(b). (Print or Type I	Responses)										
SHEPARD WILLIAM R Symbol			or Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) 3. Date (Month				of Earliest Transaction /Day/Year) 2012				(Check all applicable) <u>X</u> Director <u>10%</u> Owner Officer (give title <u>Other (specify</u> below) <u>below</u>)			
			endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
CHICAGO,	, IL 60606							Form filed by M Person			
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative	Secui	rities Acqu	iired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				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 B1	02/16/2012			Р	1	А	\$ 295.65 (1)	5	D		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
SHEPARD WILLIAM R 20 S. WACKER DRIVE CHICAGO, IL 60606	Х							
Signatures								
By: Margaret Austin Wright Fo Shepard	02	02/21/2012						
<u>**</u> Signature of Reporting I	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 the closing price for our Class A common stock on February 16, 2012. The Class B common stock of CME Group Inc. is not listed on a national securities exchange or traded in an organized over-the-counter market. Each class of the Class B common stock is

(1) associated with a membership in a specific division of the exchange. We assume that because the Class B shares have the same equitable interest in our earnings and the same dividend payments as our Class A shares that if reported separately from the associated trading rights, they would have the same market price as our Class A common stock.

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