

CRONIN KATHLEEN M
Form 4
June 16, 2009

FORM 4

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

OMB APPROVAL

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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 *
CRONIN KATHLEEN M

(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)
06/12/2009

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 below) ___ Other (specify below)
MD General Counsel & Corp Sec

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock Class A | 06/12/2009 | | M | | 200 A \$ 74.68 | 2,184 | D |
| Common Stock Class A | 06/12/2009 | | S | | 200 D \$ 337.39 | 1,984 | D |
| Common Stock Class A | 06/12/2009 | | M | | 810 A \$ 63.01 | 2,794 | D |
| Common Stock | 06/12/2009 | | S | | 810 D \$ 337.4 | 1,984 | D |

| | | | | | | | |
|----------------------------|------------|---|-------------------|---|-----------|-------|---|
| Class A Common Stock | 06/12/2009 | M | 100 | A | \$ 63.01 | 2,084 | D |
| Class A Common Stock | 06/12/2009 | S | 100 | D | \$ 337.38 | 1,984 | D |
| Class A Common Stock | 06/14/2009 | F | 36 ⁽¹⁾ | D | \$ 340.93 | 1,948 | 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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 63.01 | 06/12/2009 | | M | 810 | 06/06/2008 ⁽²⁾ 06/06/2013 | Common Stock Class A | 8 |
| Non-Qualified Stock Option (right to buy) | \$ 63.01 | 06/12/2009 | | M | 100 | 06/06/2008 ⁽²⁾ 06/06/2013 | Common Stock Class A | 10 |
| Non-Qualified Stock Option (right to buy) | \$ 74.68 | 06/12/2009 | | M | 200 | 08/06/2008 ⁽³⁾ 08/06/2013 | Common Stock Class A | 20 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

CRONIN KATHLEEN M
20 S. WACKER DRIVE
CHICAGO, IL 60606

MD General Counsel & Corp Sec

Signatures

By: Margaret C. Austin For: Kathleen M.
Cronin

06/16/2009

__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) Ms. Cronin surrendered shares to the Company in order to fulfill tax withholding obligations upon the vesting of restricted stock on June 14, 2009.
- (2) On June 6, 2008, this option vested with respect to 100% of the granted number of shares covered by the option.
- (3) On August 6, 2008, this option vested with respect to 100% of the granted number of shares covered by the option.

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