CME GROUP INC.

Form 4

February 10, 2009

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number: January 31,

**OMB APPROVAL** 

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Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

B1

(Print or Type Responses)

1. Name and Ad SHEPARD V	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol CME GROUP INC. [CME]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) 20 S. WACK		(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 02/06/2009			_X_ Director Officer (gives)	109	6 Owner er (specify		
CHICAGO,		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	Zip) Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	l (A) of (D) 4 and (A) or	)	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)	
Stock Class	02/06/2009		P	1	A	189	2	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(1)

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

#### Edgar Filing: CME GROUP INC. - Form 4

1. Titl Deriv Secur (Instr.	ative ity	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. tiorNumber of ) Derivativ Securities Acquired (A) or Disposed of (D)	s I	ate	Amou Under Secur	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
					Code \	(Instr. 3, 4, and 5)	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	X						

# **Signatures**

By: Margaret C. Austin For: William R. 02/10/2009 Shepard

\*\*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 the closing price for our Class A common stock on February 6, 2009. 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.

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