

Carey Charles P  
 Form 4  
 October 14, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 Carey Charles P

2. Issuer Name and Ticker or Trading Symbol  
 CME GROUP INC. [CME]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 20 S. WACKER DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/21/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)

CHICAGO, IL 60606  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Ownership (Instr. 4)
			Code	V	Amount		
Common Stock Class B1	10/12/2009		P		1	I	by Partnership
					\$ 297.79		
					(1)		
Common Stock Class B3	09/21/2009		P		1	I	by Partnership
					\$ 304.6		
					(2)		

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.**

SEC 1474 (9-02)

Edgar Filing: Carey Charles P - Form 4

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

Table with columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for Carey Charles P, 20 S. WACKER DRIVE, CHICAGO, IL 60606, with 10% Owner relationship marked with an X.

Signatures

By: Margaret C. Austin For: Charles P Carey 10/14/2009

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 October 12, 2009. On October 12, 2009, Henning and Carey Proprietary Trading L.L.C. of which Mr. Carey is a general partner purchased a CME membership along with the associated share of Class B-1 common stock. 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 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.

Represents the closing price for our Class A common stock on September 21, 2009. On September 21, 2009, Henning and Carey Proprietary Trading L.L.C. of which Mr. Carey is a general partner purchased an Index and Option Market (IOM) membership along with the associated share of Class B-3 common stock. 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 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.