

CME GROUP INC.  
Form DEFA14A  
April 03, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**SCHEDULE 14A**

**(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**CME GROUP INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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*CME GROUP INC.*

Shareholder Meeting to be held on 05/13/09

**\*\* IMPORTANT NOTICE \*\***

**Proxy Materials Available**

**Regarding the Availability of Proxy Materials**

Notice and Proxy Statement

Annual Report on Form 10-K

CME Group 2008 Annual Review

You are receiving this communication because you hold shares in the above company, and the materials you should review before you cast your vote are now available.

**This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.**

**PROXY MATERIALS - VIEW OR RECEIVE**

**You can choose to view the materials online or receive a paper or e-mail copy. There is NO charge for requesting a copy. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.**

**To facilitate timely delivery please make the request as instructed below on or before 04/29/09.**

**HOW TO VIEW MATERIALS VIA THE INTERNET**

Have the 12 Digit Control Number available and visit:  
[www.proxyvote.com](http://www.proxyvote.com)

**HOW TO REQUEST A COPY OF MATERIALS**

- [www.proxyvote.com](http://www.proxyvote.com)

1) BY INTERNET

2) BY TELEPHONE - 1-800-579-1639

3) BY E-MAIL\* - sendmaterial@proxyvote.com

\*If requesting materials by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

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*See the Reverse Side for Meeting Information and Instructions on How to Vote*

**Meeting Information**

Meeting Type: Annual

Meeting Date: 05/13/09

Meeting Time: 4:00 P.M., Central Time

For holders as of: 03/16/09

**Meeting Location:**

University of Chicago Gleacher Center

450 North Cityfront Plaza Drive

Chicago, IL 60611

## How To Vote

### Vote In Person

Should you choose to vote these shares in person at the meeting you must request a legal proxy. To request a legal proxy please follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy of the materials. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

### Vote By Internet

To vote *now* by Internet, go to [WWW.PROXYVOTE.COM](http://WWW.PROXYVOTE.COM).

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 10:59 P.M. Central Time the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions.

**Voting items**

**1. Election of Equity Directors**

**The Board of Directors recommends a vote**

**FOR the listed nominees.**

Eight will be elected to a three-year term

to the Board of Directors

- |                           |                        |
|---------------------------|------------------------|
| 01) Dennis H. Chookaszian | 05) James E. Oliff     |
| 02) Robert F. Corvino     | 06) John L. Pietrzak   |
| 03) Larry G. Gerdes       | 07) Alex J. Pollock    |
| 04) Daniel R. Glickman    | 08) William R. Shepard |

**Issues**

**The Board of Directors recommends a vote FOR the following proposals.**

2. To approve the CME Group Inc. Amended and Restated Omnibus Stock Plan.
  3. To approve the CME Group Inc. Amended and Restated 2005 Director Stock Plan.
  4. To approve the CME Group Inc. Amended and Restated Annual Incentive Plan for Highly Compensated Executive Officers.
  5. To ratify Ernst & Young LLP as our independent registered public accounting firm.
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**Voting Instructions**

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