

OMB APPROVAL

OMB Number: 3235-0045
 Estimated average burden
 hours per response.....38

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 12

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 Form 19b-4

File No.* SR - 2013 - * 05
 Amendment No. (req. for Amendments *)

Filing by Chicago Mercantile Exchange, Inc.

Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial *	Amendment *	Withdrawal	Section 19(b)(2) *	Section 19(b)(3)(A) *	Section 19(b)(3)(B) *
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Pilot <input type="checkbox"/> Extension of Time Period for Commission Action * <input type="checkbox"/> Date Expires * <input type="text"/>			Rule <input type="checkbox"/> 19b-4(f)(1) <input checked="" type="checkbox"/> 19b-4(f)(4) <input type="checkbox"/> 19b-4(f)(2) <input type="checkbox"/> 19b-4(f)(5) <input type="checkbox"/> 19b-4(f)(3) <input type="checkbox"/> 19b-4(f)(6)		

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010

Section 806(e)(1)



Section 806(e)(2)



Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934

Section 3C(b)(2)



Exhibit 2 Sent As Paper Document



Exhibit 3 Sent As Paper Document



Description

Provide a brief description of the action (limit 250 characters, required when Initial is checked *).

Proposed Rule Change By Chicago Mercantile Exchange Inc. Related to Acquisition of the Kansas City Board of Trade Clearing Corporation

Contact Information

Provide the name, telephone number, and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the action.

First Name * Timothy Last Name * Elliott
 Title * Executive Director and Associate General Counsel
 E-mail * tim.elliott@cmegroup.com
 Telephone * (312) 466-7478 Fax

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934,

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

(Title *)

Date 04/04/2013

By Timothy Elliott

(Name *)

Executive Director and Associate General Counsel

NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

Persona Not Validated - 1362094711553,

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFT website.

Form 19b-4 Information *

Add Remove View

The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change *

Add Remove View

The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies

Add Remove View

The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change, security-based swap submission, or advance notice being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

Add Remove View

Exhibit Sent As Paper Document

☐

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit 3 - Form, Report, or Questionnaire

Add Remove View

Exhibit Sent As Paper Document

☐

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit 4 - Marked Copies

Add Remove View

The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

Add Remove View

The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

Add Remove View

If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of the Proposed Rule Change.

(a) Chicago Mercantile Exchange Inc. (“CME”) proposes to adopt revisions to certain CME rules in connection with the November 30, 2012 acquisition of the Kansas City Board of Trade Clearing Corporation (“KCBTCC”) by CME Group Inc., the parent holding company of CME. The proposed changes that are the subject of this filing would establish the eligibility of CBOT and CME Clearing Members to clear trades executed on KCBT. The proposed changes relate to the futures clearing activities of CME and do not significantly relate to any securities-based swap clearing activities of CME.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization.

(a) CME’s Board via delegated authority approved the proposed rule change on December 19, 2012.

(b) Please refer questions and comments on the proposed rule change to Tim Elliott, Associate General Counsel, CME Group, Inc., 20 S. Wacker Drive, Chicago, IL 60606, (312) 466-7478.

3. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

(a) Purpose

CME is proposing certain revisions to its rulebook related to its November 30, 2012 acquisition of the Kansas City Board of Trade Clearing Corporation (“KCBTCC”) by CME Group Inc., the parent holding company of CME. KCBTCC is currently the derivatives clearing organization (“DCO”) for transactions executed on the Board of Trade of Kansas City, Missouri, Inc. (“KCBT”). CME is the DCO for transactions executed on CME, the Board of Trade of the City of Chicago, Inc. (“CBOT”), the New

York Mercantile Exchange, Inc., and Commodity Exchange, Inc. In a letter dated January 14, 2013, CME and KCBTCC jointly petitioned the Commodity Futures Trading Commission (“CFTC”) for approval to transfer all open interest from KCBTCC to CME on April 15, 2013. Upon the transfer of open interest from KCBTCC to CME, KCBTCC will cease clearing transactions for KCBT and the CME will assume the role of DCO for all trades executed on or through KCBT. To facilitate clearing of KCBT products by CME, the proposed changes that are the subject of this filing would simply establish the eligibility of CBOT and CME Clearing Members (collectively, the “Clearing Members”) to clear trades executed on KCBT.

CME also certified the proposed changes that are the subject of this filing to its primary regulator, the CFTC, in CME Submission 13-115. Although these changes are effective on filing, CME proposes to make them operational on April 15, 2013, or the effective date established by a CFTC order permitting the transfer of open interest from the KCBTCC to CME.

(b) Statutory Basis

The proposed CME changes relate to CME’s activities as a derivatives clearing organization clearing futures transactions. As such, the proposed CME changes do not significantly affect the security-based swap clearing operations of CME or any related rights or obligations of CME security-based swap clearing participants. The proposed change is therefore properly filed under Section 19(b)(3)(A) and Rule 19b-4(f)(4)(ii) thereunder because it effects a change in an existing service of a registered clearing agency that primarily affects the futures clearing operations of the clearing agency with respect to futures that are not security futures and does not significantly affect any securities clearing operations of the clearing agency or any related rights or obligations of the clearing agency or persons using such service.

4. Self-Regulatory Organization's Statement on Burden on Competition.

CME does not believe that the proposed change will have any impact, or impose any burden, on competition.

5. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others.

CME has not solicited, and does not intend to solicit, comments regarding this proposed change. CME has not received any unsolicited written comments from interested parties.

6. Extension of Time Period for Commission Action.

CME does not consent to an extension of the time period specified in Section 19(b)(2) of the Act for Commission action.

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2) or Section 19(b)(7)(D).

Pursuant to Section 19(b)(3)(A) of the Securities Exchange Act of 1934 and Rule 19b-4(f)(4)(ii) thereunder, CME has designated that this proposal effects a change in an existing service of a registered clearing agency that primarily affects the futures clearing operations of the clearing agency with respect to futures that are not security futures and (2) does not significantly affect any securities clearing operations of the clearing agency or any related rights or obligations of the clearing agency or persons using such service, which renders the proposed change effective upon filing.

At any time within 60 days of the filing of the proposed change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Securities Exchange Act of 1934.

8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission.

The proposed rule change is not based on the rules of another self-regulatory organization or the Commission.

9. Exhibits

List of exhibits to be filed, as specified in Instructions C and D:

Exhibit 1 Notice of proposed rule change for publication in the Federal Register

Exhibit 2 Not applicable

Exhibit 3. Not applicable

Exhibit 4. Not applicable

Exhibit 5. Text of proposed rule change

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-_____; File No. SR-CME-2013-05]

SELF-REGULATORY ORGANIZATIONS

Proposed Rule Change By Chicago Mercantile Exchange Inc. Related to Acquisition of the Kansas City Board of Trade Clearing Corporation

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that on _____, 2013, Chicago Mercantile Exchange Inc. (“CME”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change described in Items I, II and III, below, which items have been prepared by CME. CME filed the proposed rule change pursuant to Section 19(b)(3)(A)³ of the Act and Rule 19b-4(f)(4)(ii)⁴ thereunder.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

CME proposes to adopt revisions to certain CME rules in connection with the November 30, 2012 acquisition of the Kansas City Board of Trade Clearing Corporation (“KCBTCC”) by CME Group Inc., the parent holding company of CME. The proposed changes that are the subject of this filing would establish the eligibility of CBOT and CME Clearing Members to clear trades executed on KCBT.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A).

⁴ 17 CFR 240.19b-4(f)(4)(ii).

The proposed revisions will immediately become effective on filing but will not become operational until April 15, 2013 or the effective date established by a CFTC order permitting the transfer of open interest from the KCBTCC to CME. The proposed changes are available at the CME's Web site at <http://www.cmegroup.com>, at the principal office of CME, and at the Commission's Public Reference Room.

II. Self-Regulatory Organizations Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the self-regulatory organization included statements concerning the purpose and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The self-regulatory organization has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change.

CME is proposing certain revisions to its rulebook related to its November 30, 2012 acquisition of the Kansas City Board of Trade Clearing Corporation ("KCBTCC") by CME Group Inc., the parent holding company of CME. KCBTCC is currently the derivatives clearing organization ("DCO") for transactions executed on the Board of Trade of Kansas City, Missouri, Inc. ("KCBT"). CME is the DCO for transactions executed on CME, the Board of Trade of the City of Chicago, Inc. ("CBOT"), the New York Mercantile Exchange, Inc., and Commodity Exchange, Inc. In a letter dated January 14, 2013, CME and KCBTCC jointly petitioned the Commodity Futures Trading Commission ("CFTC") for approval to transfer all open interest from KCBTCC to CME on April 15, 2013. Upon the transfer of open interest from KCBTCC to CME, KCBTCC will cease clearing transactions for KCBT and the CME will assume the role of DCO for all trades executed on or through KCBT. To facilitate clearing of KCBT

products by CME, the proposed changes that are the subject of this filing would simply establish the eligibility of CBOT and CME Clearing Members (collectively, the “Clearing Members”) to clear trades executed on KCBT.

CME also certified the proposed changes that are the subject of this filing to its primary regulator, the CFTC, in CME Submission 13-115. Although these changes are effective on filing, CME proposes to make them operational on April 15, 2013, or the effective date established by a CFTC order permitting the transfer of open interest from the KCBTCC to CME.

The proposed CME changes relate to CME’s activities as a derivatives clearing organization clearing futures transactions. As such, the proposed CME changes do not significantly affect the security-based swap clearing operations of CME or any related rights or obligations of CME security-based swap clearing participants. The proposed change is therefore properly filed under Section 19(b)(3)(A) and Rule 19b-4(f)(4)(ii) thereunder because it effects a change in an existing service of a registered clearing agency that primarily affects the futures clearing operations of the clearing agency with respect to futures that are not security futures and does not significantly affect any securities clearing operations of the clearing agency or any related rights or obligations of the clearing agency or persons using such service.

B. Self-Regulatory Organization’s Statement on Burden on Competition.

CME does not believe that the proposed change will have any impact, or impose any burden, on competition.

C. Self-Regulatory Organization’s Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others.

CME has not solicited, and does not intend to solicit, comments regarding this proposed change. CME has not received any unsolicited written comments from interested parties.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The foregoing rule change has been filed pursuant to Section 19(b)(3)(A)⁵ of the Act and paragraph (f)(4)(ii) of Rule 19b-4⁶ thereunder and will become effective on filing but will not become operational until April 15, 2013, or the effective date established by a CFTC order permitting the transfer of open interest from the KCBTCC to CME. At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

- Electronic comments may be submitted by using the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>), or send an e-mail to rule-comment@sec.gov. Please include File No. SR-CME-2013-05 on the subject line.
- Paper comments should be sent in triplicate to Elizabeth M. Murphy, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, D.C., 20549-1090.

All submissions should refer to File Number SR-CME-2013-05. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the

⁵ Supra note 3.

⁶ Supra note 4.

Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for inspection and copying in the Commission's Public Reference Room, 450 Fifth Street, NW, Washington, DC 20549. Copies of such filing also will be available for inspection and copying at the principal office of CME. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

All submissions should refer to File Number SR-CME-2013-05 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and markets, pursuant to delegated authority.⁷

Elizabeth M. Murphy

Secretary

⁷ 17 CFR 200.30-3(a)(12)

Exhibit 5

Underlined text indicates additions.

[Bracketed text] indicates deletions.

CHICAGO MERCANTILE EXCHANGE INC. RULEBOOK

Rule 100 – 856 – No Change.

Rule 900. CATEGORIES OF CLEARING MEMBERS

The Exchange may establish different clearing member categories and alter the rights and responsibilities of such categories.

900.A. CME Clearing Members

CME Clearing Members shall have all applicable rights, responsibilities and privileges attendant thereto, subject to the provisions of these rules and shall be qualified to clear transactions for all CME products, all KCBT products and all Expanded-Access Products listed for trading by CBOT after July 12, 2007.

CME Clearing Members receive fees in conjunction with CME Rule 106.H. Trading Member Firms. CME Clearing Members with shares are those clearing members that maintain CME Group Class A shares in accordance with CME Rule 106.J. Equity Member Firm requirements in order to receive equity member rates.

Rule 900 B. – End – No Change.