IntercontinentalExchange Group, Inc.

Form 4

January 06, 2014

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES

4 or

5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Form 5 obligations may continue. See Instruction 1(b).

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 * Hill Scott A			Symbol		Tricker or Trading	5. Relationship of Reporting Person(s) to Issuer			
			IntercontinentalExchange Group, Inc. [ICE]			(Check all applicable)			
(Last)	(First) (1	Middle)	3. Date of Earliest Transaction (Month/Day/Year)			_X_ Officer (give			
2100 RIVEREDGE			01/02/2	•		below)	below) Financial Office	~	
PARKWAY					Ciliei	rmanciai Offic	C1		
		4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
			Filed(Mor	nth/Day/Year	·)	Applicable Line) _X_ Form filed by One Reporting Person			
ATLANTA, GA 30328						Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative Securities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			3. Transaction Code	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or		

(C.	ity)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title Security (Instr. 3	y	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	on(A) or Di	urities Acquired Disposed of (D) 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)				
Comn Stock		01/02/2014		S	2,000 (1)	D	\$ 225	17,655	D			
Comn Stock		01/02/2014		M	678 <u>(1)</u>	A	\$ 138.8	18,333	D			
Comn Stock	non	01/02/2014		F	2,047 (2)	D	\$ 224.6	16,286	D			
Comn Stock	non	01/02/2014		F	1,465 (3)	D	\$ 224.6	14,821 (4)	D			

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

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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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy) Holding	\$ 138.8	01/02/2014		M	678	<u>(5)</u>	05/14/2017	Common Stock	678	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hill Scott A 2100 RIVEREDGE PARKWAY SUITE 500

Chief Financial Officer

Signatures

ATLANTA, GA 30328

/s/ Andrew J. Surdykowski, Attorney-in-fact

01/06/2014

**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) The sales reported in this Form 4 were effected pursuant to a pre-arranged trading plan established in accordance with Rule 10b5-1 of the Securities Act of 1934, as amended.

Reporting Owners 2

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Represents shares of common stock underlying vested restricted stock that are being withheld to satisfy payment of the Issuer's tax withholding obligation upon the vesting of the performance based restricted stock units. The shares of performance based restricted stock units were granted to the filing person on January 17, 2012. The vesting of the shares of performance based restricted stock units was

- (2) conditioned upon the achievement of certain 2012 earnings before interest, taxes, depreciation, and amortization ("EBITDA") performance versus pre-established targets. The restricted stock units vested over a three year period from 2013-2015. The remaining 4,281 shares are scheduled to be issued on January 2, 2015 and taxes for this furture issuance will be withheld at the time shares are issued.
- Represents shares of common stock underlying vested restricted stock that are being withheld to satisfy payment of the Issuer's tax withholding obligation upon the vesting of the performance based restricted stock units. The shares of performance based restricted stock units were granted to the filing person on January 11, 2011. The vesting of the shares of performance based restricted stock units was conditioned upon the achievement of certain 2011 earnings before interest, taxes, depreciation, and amortization ("EBITDA") performance versus pre-established targets. The restricted stock units vested over a three year period from 2012-2014. The third and final traunche of shares for this award has been issued.
 - The common stock number referred in Table I is an aggregate number and represents 10,539 shares of common stock and 4,281 unvested performance based restricted stock units, for which the performance period has been satisfied. The performance based restricted stock
- (4) units vest over a three year period, in which 33.33% of the performance based restricted stock units vest each year. The satisfaction of the performance target for the 2013 performance based restricted stock units and the corresponding number of shares of common stock to be issued pursuant to that award will not be determined until February 2014 and will be reported at that time.
- (5) These options are fully vested.

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.