IntercontinentalExchange Group, Inc.

Form 4

November 14, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SCOTT ROBERT G

(First)

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

IntercontinentalExchange Group, Inc.

(Check all applicable)

[ICE]

(Last)

(Middle)

3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

2100 RIVEREDGE PARKWAY, SUITE 500

4. If Amendment, Date Original

11/13/2013

(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

ATLANTA, GA 30328

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

or (Instr. 3 and 4) (D) Price

(2)

Common Stock

11/13/2013

Code V Amount 2,194

2,194

D

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

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SEC 1474 (9-02)

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

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1.	Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
D	erivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
S	ecurity	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(I	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
		Derivative				Securities			(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						`
						4, and 5)						
						, ,						
										Amount		
						Date	Expiration		or			
							Exercisable	Date	Title .	Number		
										of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
SCOTT ROBERT G 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328	X						

Signatures

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

11/14/2013

**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).

As of the effective time (the "Effective Time") of the transactions contemplated by the Amended and Restated Agreement and Plan of Merger by and among IntercontinentalExchange, Inc., IntercontinentalExchange Group, Inc. ("ICE Group"), NYSE Euronext, Braves

- (1) Merger Sub, Inc., and NYSE Euronext Holdings LLC (formerly known as Baseball Merger Sub, LLC) (the "Merger Agreement"), each restricted stock unit of NYSE Euronext held by the reporting person was converted into an award of a substantially equivalent restricted stock unit denominated in ICE Group Common Stock, as adjusted by the equity exchange factor of 0.2275, pursuant to the terms of the Merger Agreement. (This footnote is continued onto footnote 2).
- The common stock referred to in Table I represents restricted stock units of ICE Group held by the reporting person immediately (2) following the Effective Time. Each restricted stock unit represents the right to receive one share of common stock of ICE Group upon the

reporting person's termination of service on the Board of Directors for any reason other than termination for cause.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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