

IntercontinentalExchange Group, Inc.  
 Form 4  
 November 14, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Niederauer Duncan L

2. Issuer Name and Ticker or Trading Symbol  
 IntercontinentalExchange Group, Inc.  
 [ICE]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 2100 RIVEREDGE  
 PARKWAY, SUITE 500  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/13/2013

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President&CEO of NYSE Euronext

ATLANTA, GA 30328

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

(City) (State) (Zip)

**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	(A) or (D)	Price
							(1)
							(2)
							(3)
							(4)
Common Stock	11/13/2013		A		202,167	A	
							202,167
							D

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

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 (9-02)



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employment with the Issuer; (This footnote is continued onto footnote 4).

- (4) 23,583 of the restricted stock units vest and are settled on February 11, 2015, subject to the reporting person's continued employment with the Issuer; 9,688 of the restricted stock units vest and are settled on February 6, 2016, subject to the terms of NYSE Euronext's Omnibus Incentive Plan and the applicable award agreement issued thereunder, and 63,960 of the restricted stock units vested as of the Effective Time.

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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