IntercontinentalExchange Group, Inc.

Form 4

November 14, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. *See* Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Niederauer Duncan L Issuer Symbol IntercontinentalExchange Group, Inc. (Check all applicable) [ICE] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner _X__ Officer (give title Other (specify (Month/Day/Year) below) 2100 RIVEREDGE 11/13/2013 President&CEO of NYSE Euronext PARKWAY, SUITE 500 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting ATLANTA, GA 30328 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Price (D) Code V Amount (1) (2) Common 11/13/2013 A 202,167 D Α (3) 202,167 Stock (4)

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

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SEC 1474

(9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired (A) or						Follo
											Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A 4		
									Amount		
						Date Expiration Exercisable Date	Expiration	on Title	or Name		
							Date		Number		
				C-1- V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Niederauer Duncan L 2100 RIVEREDGE PARKWAY **SUITE 500** ATLANTA, GA 30328

President&CEO of NYSE Euronext

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 Merger Sub, Inc., and NYSE Euronext Holdings LLC (formerly known as Baseball Merger Sub, LLC) (the "Merger Agreement"), each

- (1) share of common stock of NYSE Euronext and each restricted stock unit of NYSE Euronext held by the reporting person was converted, respectively, into the right to receive a combination of shares of common stock of ICE Group and cash and an award of a substantially equivalent restricted stock unit denominated in common stock of ICE Group, as adjusted by the equity exchange factor of 0.2275, pursuant to the terms of the Merger Agreement. This footonote is continued onto footnote 2.
- The common stock referred in Table I is an aggregate number and represents 58,873 shares of common stock of ICE Group and 143,294 restricted stock units of ICE Group held by the reporting person immediately following the Effective Time.
- (3) 5,334 of the restricted stock units vest and are settled on February 8, 2014, subject to the terms of NYSE Euronext's Omnibus Incentive Plan and the applicable award agreement issued thereunder; 14,411 of the restricted stock units vest and are settled in equal installments on each of February 11, 2014 and 2015, subject to the terms of NYSE Euronext's Omnibus Incentive Plan and the applicable award agreement issued thereunder; 10,819 of the restricted stock units vest and are settled in three equal installments on each of February 6, 2014, 2015 and 2016, subject to the terms of NYSE Euronext's Omnibus Incentive Plan and the applicable award agreement issued thereunder; 15,499 of the restricted stock units vest and are settled on February 8, 2014, subject to the reporting person's continued

Reporting Owners 2

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