

IntercontinentalExchange Group, Inc.  
Form 4  
January 09, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
Farley Thomas W

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)  
01/07/2014

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
COO 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 Indirect Beneficial Ownership (Instr. 4) |        |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|--|
|                                 |                                      |  |                                | Code  | V   | Amount   | (A) or (D)  | Price  |   |  |
| Common Stock                    | 01/07/2014                           |  | S                              |   | 1,193 <sup>(1)</sup>  | D  | \$ 226.9277 <sup>(2)</sup>                            | 12,212 | D |  |
| Common Stock                    | 01/07/2014                           |  | S                              |   | 2,641 <sup>(1)</sup>  | D  | \$ 227.745 <sup>(3)</sup>                             | 9,571  | D |  |
| Common Stock                    | 01/07/2014                           |  | S                              |   | 300 <sup>(1)</sup>  | D  | \$ 228.6069 <sup>(4)</sup>                            | 9,271  | D |  |
| Common Stock                    | 01/08/2014                           |  | S                              |   | 1,680 <sup>(1)</sup>  | D  | \$ 225.8194   | 7,591  | D |  |

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|              |            |  |   |              |     |                       |           |   |
|--------------|------------|--|---|--------------|-----|-----------------------|-----------|---|
|              |            |  |   |              | (5) |                       |           |   |
| Common Stock | 01/08/2014 |  | S | 2,222<br>(1) | D   | \$<br>226.7954<br>(6) | 5,369     | D |
| Common Stock | 01/08/2014 |  | S | 232 (1)      | D   | \$<br>227.6034<br>(7) | 5,137 (8) | D |

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

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(9-02)

**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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Farley Thomas W<br>2100 RIVEREDGE PARKWAY<br>SUITE 500<br>ATLANTA, GA 30328 |               |           | COO of<br>NYSE<br>Euronext |       |

## Signatures

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

01/09/2014

\_\_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.

The price range for the aggregate amount sold by the direct holder is \$226.21 - \$227.18. The Issuer will upon request by the Staff of the U.S. Securities and Exchange Commission or a security holder of the Issuer provide the full information regarding the number of shares sold at each separate price.

(2) The price range for the aggregate amount sold by the direct holder is \$227.28 - \$228.18. The Issuer will upon request by the Staff of the U.S. Securities and Exchange Commission or a security holder of the Issuer provide the full information regarding the number of shares sold at each separate price.

(3) The price range for the aggregate amount sold by the direct holder is \$228.44 - \$228.79. The Issuer will upon request by the Staff of the U.S. Securities and Exchange Commission or a security holder of the Issuer provide the full information regarding the number of shares sold at each separate price.

(4) The price range for the aggregate amount sold by the direct holder is \$225.31 - \$226.28. The Issuer will upon request by the Staff of the U.S. Securities and Exchange Commission or a security holder of the Issuer provide the full information regarding the number of shares sold at each separate price.

(5) The price range for the aggregate amount sold by the direct holder is \$226.49 - \$227.43. The Issuer will upon request by the Staff of the U.S. Securities and Exchange Commission or a security holder of the Issuer provide the full information regarding the number of shares sold at each separate price.

(6) The price range for the aggregate amount sold by the direct holder is \$227.50 - \$227.62. The Issuer will upon request by the Staff of the U.S. Securities and Exchange Commission or a security holder of the Issuer provide the full information regarding the number of shares sold at each separate price.

(7) The common stock number referred in Table I is an aggregate number and represents 2,996 shares of common stock and 2,141 unvested performance based restricted stock units, for which the performance period has been satisfied. The performance based restricted stock units vest over a three year period, in which 33.33% of the performance based restricted stock units vest each year.

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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