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IntercontinentalExchange Group, Inc. Form 4

| January 22, | , 2014 | | | | | | | | | | | |
|---|--|--|---|---|-------------------------------------|--|------------------|--|------------------------|--|----------------------------|----|
| FORM | \mathbf{M} 4 UNITED | остатес | SECU | DITIES AN | ND FV | СЦАТ | NCE | COMM | ICCION | т | APPROVAL | |
| - | UNITEL | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | OMB Number: | 3235-028 | 37 |
| Check t if no lor subject Section Form 4 | to SIAIE 16. | MENT OF | OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | Expires: | urs per | | | |
| Form 5 obligati may con <i>See</i> Inst 1(b). | ntinue. Frice per frice pe | (a) of the F | Public U | 16(a) of the Jtility Holdi nvestment (| ing Cor | npany | Act | of 1935 of | | · | 0 | |
| (Print or Type | e Responses) | | | | | | | | | | | |
| 1. Name and Hill Scott | Address of Reporting | | Symbol | er Name and 7 | | | | Issuer | tionship o | of Reporting Pe | erson(s) to | |
| | | | Interco [ICE] | ontinentalEx | change | Grou | ıp, Ind | с. | (Che | ck all applicab | le) | |
| (Last) | | | | 3. Date of Earliest Transaction | | | | Director 10% Owner X Officer (give title Other (specify | | | | |
| 2100 RIVE PARKWA | EREDGE Y, SUITE 500 | | (Month/ 01/17/2 | Day/Year) 2014 | | | | below) | .e | Financial Offi | | |
| | (Street) | | 4. If Am | endment, Date | e Origina | ıl | | 6. Indiv | vidual or J | loint/Group Fil | ing(Check | |
| ATLANTA | A, GA 30328 | | Filed(Me | onth/Day/Year) | | | | _X_ For | | One Reporting I More than One F | | |
| (City) | (State) | (Zip) | Tal | sle I - Non-De | rivative | Securi | ities A | |)isposed a | of, or Beneficia | ally Owned | |
| 1.Title of | 2. Transaction Date | e 2A Deeme | | | . Securit | | iiits A | 5. Amoun | - | 6. Ownership | 7. Nature of | |
| Security (Instr. 3) | (Month/Day/Year) | | Date, if | Transaction Code I (Instr. 8) (| Acquired Disposed Instr. 3, 4 | (A) or of (D) 4 and 5 (A) or | | Securities Beneficial Owned Following Reported Transactio (Instr. 3 at | lly g on(s) | Form: Direct (D) or Indirect (I) (Instr. 4) | Indirect | |
| | | | | Code V A | Amount | (D) | Price | | | | | |
| Reminder: Re | eport on a separate lin | ne for each cla | uss of sec | urities benefic | - | | - | | | ation of | SEC 1474 | |
| | | | | | inforn requii | nation red to iys a c | conta respo | pond to t ained in t ond unles ntly valid | his form is the for | are not m | SEC 1474 (9-02) | |
| | Ta | | | curities Acqui ls, warrants, o | | | | | ly Owned | I | | |
| 1. Title of Derivative | | ansaction Dat nth/Day/Year | | Deemed ution Date, if | 4. Transa | | Numbe rivativ | | Date Exerc | cisable and ate | 7. Title and Underlying | |

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| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8) | Securities (Month/Da Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | (Month/Day, | /Year) | (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 | \$ 206.87 | 01/17/2014 | | А | 16,581 | | <u>(1)</u> | 01/17/2024 | Common Stock | 16,581 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | | |
|--|---------------|-----------|-------------------------|------------|--|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | | |
| Hill Scott A 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328 | | | Chief Financial Officer | | | | | | |
| Signatures | | | | | | | | | |
| /s/ Andrew J. Surdykowski, Attorney-in-fact | • | | | 01/22/2014 | | | | | |
| **Signature of Reporting Person | | | | | | | | | |

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) These options vest in accordance with the following schedule: 33.33% of the options vest on January 17, 2015, and the remaining 66.67% of the options vest in equal monthly installments between February 17, 2015 and January 17, 2017.

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.