

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

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 *
Hill Scott A

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 _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

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
Common Stock	11/13/2013		A		18,355	A	<u>(1)</u> <u>(2)</u>
					18,355	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)

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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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy) Holding ⁽³⁾	\$ 112.48	11/13/2013		A	8,118	⁽⁴⁾ 01/11/2021	Common Stock	8,118
Employee Stock Option (right to buy) Holding ⁽³⁾	\$ 112.15	11/13/2013		A	11,535	⁽⁵⁾ 01/17/2022	Common Stock	11,535
Employee Stock Option (right to buy) Holding ⁽³⁾	\$ 129.36	11/13/2013		A	16,271	⁽⁶⁾ 01/11/2023	Common Stock	16,271
Employee Stock Option (right to buy) Holding ⁽³⁾	\$ 106	11/13/2013		A	9,862	⁽⁷⁾ 12/10/2019	Common Stock	9,862
Employee Stock Option (right to buy) Holding ⁽³⁾	\$ 80.17	11/13/2013		A	6,946	⁽⁷⁾ 12/16/2018	Common Stock	6,946
Employee Stock Option (right to buy) Holding ⁽³⁾	\$ 189.43	11/13/2013		A	5,560	⁽⁷⁾ 12/28/2017	Common Stock	5,560
	\$ 138.8	11/13/2013		A	3,878	⁽⁷⁾ 05/14/2017		3,878

Employee
Stock
Option
(right to
buy)
Holding ⁽³⁾

Common
Stock

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

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).

(1) As of the effective time (the "Effective Time") of the transactions contemplated by the Amended and Restated Agreement and Plan of Merger dated as of March 19, 2013, by and among IntercontinentalExchange, Inc. ("ICE"), 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 share of common stock of ICE and each performance based restricted stock unit of ICE held by the reporting person was converted into one share of common stock of ICE Group or one substantially equivalent performance based restricted stock unit of ICE Group, respectively. (This footnote is continued onto footnote 2).

(2) The common stock number referred in Table I is an aggregate number and represents 5,542 shares of common stock of ICE Group and 12,813 unvested performance based restricted stock units of ICE Group, 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 on the anniversary of the respective grant dates.

(3) As of the Effective Time, each ICE employee stock option was converted into an ICE Group employee stock option on the same terms and conditions (including vesting schedule and per share exercise price) as applied to such ICE stock option immediately prior to the Effective Time.

(4) 33.33% of the options vested on January 17, 2012, the first anniversary date of grant, and the remaining 66.67% of the options either have vested or will vest in equal monthly installments between February 11, 2012 and January 11, 2014.

(5) 33.33% of the options vested on January 17, 2013, the first anniversary date of grant, and the remaining 66.67% of the options either have vested or will vest in equal monthly installments between February 17, 2013 and January 17, 2015.

(6) 33.33% of the options vest on January 11, 2014, the first anniversary date of grant, and the remaining 66.67% of the options either have vested or will vest in equal monthly installments between February 11, 2014 and January 11, 2016.

(7) These options are fully vested.

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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