IntercontinentalExchange Group, Inc.

Form 4

November 14, 2013

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 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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 * Reid Sir Robert

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

IntercontinentalExchange Group, Inc.

(Check all applicable)

[ICE]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

11/13/2013

X_ Director 10% Owner Officer (give title Other (specify below)

2100 RIVEREDGE PARKWAY, SUITE 500

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

ATLANTA, GA 30328

(City)

(Instr. 3)

(State) 1. Title of Security 2. Transaction Date 2A. Deemed

(Zip)

(Month/Day/Year)

3. 4. Securities Execution Date, if

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 7. Nature of Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership or Indirect Following (Instr. 4)

Reported Transaction(s) (Instr. 4)

or (Instr. 3 and 4) Price Code V Amount (D)

(A)

Common Stock 11/13/2013 7,501 D Α 7,501 (2)

Deferred 11/13/2013 3,186 <u>(3)</u> D Α A 3,186 Compensation

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

(Month/Day/Year)

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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 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. Transacti Code (Instr. 8)	5. Number one 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 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy) Holding (4)	\$ 8	11/13/2013		A	2,063	<u>(5)</u>	01/05/2015	Common Stock	2,063	

Reporting Owners

Reporting Owner Name / Address	Relationships					
. Programme and the same and th	Director	10% Owner	Officer	Other		
Reid Sir Robert 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328	X					

Signatures

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

**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).

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 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 restricted stock unit of ICE Group, respectively. (This footnote is continued onto footnote 2).

As of the effective time (the "Effective Time") of the transactions contemplated by the Amended and Restated Agreement and Plan of

The common stock number referred in Table I is an aggregate number and represents 6,210 shares of common stock of ICE Group and 1,291 restricted stock units of ICE Group held by the reporting person immediately following the Effective Time. The restricted stock units vest on the one-year anniversary of the grant date, which is February 28, 2013.

Reporting Owners 2

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- As of the Effective Time, each Deferred Compensation Obligation of ICE issued to the reporting person under the ICE 2003 Restricted

 (3) Stock Deferral Plan for Outside Directors was converted into an award of a substantially equivalent Deferred Compensation Obligation of ICE Group pursuant to the terms of the Merger Agreement.
- As of the Effective Time, each ICE employee stock option was converted into an ICE Group employee stock option on the same terms

 (4) and conditions (including vesting schedule and per share exercise price) as applied to such ICE stock option immediately prior to the Effective Time.
- (5) 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. 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.