

IntercontinentalExchange Group, Inc.
 Form 4
 November 22, 2013

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 *
 Sprecher Jeffrey C

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)
 11/21/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 11/21/2013 | | M | | 610 ⁽¹⁾ A \$ 112.48 | 263,278 ⁽²⁾ | D |
| Common Stock | 11/21/2013 | | S | | 6,132 ⁽¹⁾ D \$ 213.7178 ⁽³⁾ | 1,007,209 ⁽⁴⁾ | I CPEX |
| Common Stock | 11/21/2013 | | S | | 20,827 ⁽¹⁾ D \$ 214.7405 ⁽⁵⁾ | 986,382 ⁽⁴⁾ | I CPEX |
| Common Stock | 11/21/2013 | | S | | 13,041 ⁽¹⁾ D \$ 215.3205 | 973,341 ⁽⁴⁾ | I CPEX |

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(6)

| | | | | | | | | |
|--------------|------------|---|----------------------|---|----------------------------|---------------------------------------|---|-----------|
| Common Stock | 11/21/2013 | M | 472 ⁽¹⁾ | A | \$ 112.48 | 24,502 ⁽⁷⁾ | I | By spouse |
| Common Stock | 11/21/2013 | S | 3,029 ⁽¹⁾ | D | \$ 213.7537 ⁽⁸⁾ | 21,473 ⁽⁷⁾ | I | By spouse |
| Common Stock | 11/21/2013 | S | 1,000 ⁽¹⁾ | D | \$ 214.442 ⁽⁹⁾ | 20,473 ⁽⁷⁾ ⁽¹⁰⁾ | I | By spouse |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Amount or Number of Shares |
|----------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Employee Stock Option (right to buy) Holding | \$ 35.08 | 11/21/2013 | | M | 3,529 | ⁽¹¹⁾ 12/28/2015 | Common Stock | 3,529 |
| Employee Stock Option (right to buy) Holding | \$ 112.48 | 11/21/2013 | | M | 610 | ⁽¹¹⁾ 01/11/2021 | Common Stock | 610 |
| Employee Stock Option (right to buy) | \$ 112.48 | 11/21/2013 | | M | 472 | ⁽¹¹⁾ 01/11/2021 | Common Stock | 472 |

Holding

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sprecher Jeffrey C 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328 | X | | Chief Executive Officer | |

Signatures

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

11/22/2013

__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) The sales reported in this Form 4 were effected pursuant to a previously announced, pre-arranged trading plan established in accordance with Rule 10b5-1 of the Securities Act of 1934, as amended.
- (2) The common stock number referred in Table I is an aggregate number and represents 234,255 shares of common stock of ICE Group and 29,023 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) The price range for the aggregate amount sold by the direct holder is \$213.16 - \$214.13. 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) These shares are beneficially owned directly by Continental Power Exchange, Inc. ("CPEX"). Mr. Sprecher beneficially owns 100% of the equity interest in CPEX directly. Additionally, as previously reported, the reporting person also owns share directly and indirectly own shares that are beneficially owned directly by the reporting person's spouse for which the reporting person disclaims beneficial ownership.
- (5) The price range for the aggregate amount sold by the direct holder is \$214.17 - \$215.16. 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 \$215.17 - \$215.98. 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) As previously reported, the reporting person also indirectly owns 973,341 shares that are beneficially owned directly by CPEX. The reporting person beneficially owns 100% of the equity interest in CPEX. Additionally, as previously reported, the reporting person also beneficially owns shares directly.
- (8) The price range for the aggregate amount sold by the direct holder is \$213.30 - \$214.29. 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.
- (9) The price range for the aggregate amount sold by the direct holder is \$214.30 - \$214.88. 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.
- (10) The common stock number referred to in Table 1 is an aggregate number and represents 16,324 shares of common stock of ICE Group and 3,471 unvested performance based restricted stock units off ICE Group for which the performance period has been satisfied, and

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678 restricted stock units of ICE Group. 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.

(11) 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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