IntercontinentalExchange Group, Inc.

Form 4

November 14, 2013

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

10% Owner

6. Ownership 7. Nature of

Beneficial

Ownership

(Instr. 4)

(9-02)

Form: Direct Indirect

Other (specify

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

(Print or Type Responses)

1(b).

(Last)

Common

Stock

1. Name and Address of Reporting Person * Goone David S

(First) (Middle)

2100 RIVEREDGE PARKWAY, SUITE 500

(Street)

ATLANTA, GA 30328

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading

Issuer Symbol

IntercontinentalExchange Group, Inc. [ICE]

3. Date of Earliest Transaction

11/13/2013

(Month/Day/Year)

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

(D) or

Indirect (I)

(Instr. 4)

(Check all applicable)

Chief Strategic Officer

below)

below)

Director

X_ Officer (give title

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

11/13/2013

(Month/Day/Year)

4. Securities Acquired 5. Amount of 3. Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

Owned Following Reported Transaction(s) (Instr. 3 and 4)

Securities

Beneficially

Code V Price (D) Amount

(A)

(2)

17,181

D 17,181

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

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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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy) Holding (3)	\$ 104.23	11/13/2013		A	1,918	<u>(4)</u>	12/22/2016	Common Stock	1,918
Employee Stock Option (right to buy) Holding (3)	\$ 189.43	11/13/2013		A	8,900	<u>(4)</u>	12/28/2017	Common Stock	8,900
Employee Stock Option (right to buy) Holding (3)	\$ 80.17	11/13/2013		A	1,249	<u>(4)</u>	12/16/2018	Common Stock	1,249
Employee Stock Option (right to buy) Holding (3)	\$ 112.15	11/13/2013		A	5,383	(5)	01/17/2022	Common Stock	5,383
Employee Stock Option (right to buy) Holding (3)	\$ 106	11/13/2013		A	222	<u>(4)</u>	12/10/2019	Common Stock	222
Employee Stock Option (right to buy) Holding (3)	\$ 129.36	11/13/2013		A	11,390	<u>(6)</u>	01/11/2023	Common Stock	11,390
	\$ 112.48	11/13/2013		A	2,931	<u>(7)</u>	01/11/2021		2,931

Empoyee Common Stock Stock Option (right to

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Goone David S 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328			Chief Strategic Officer				

Signatures

buy) Holding (3)

/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).
- 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).

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 6,938 shares of common stock of ICE Group and 10,243 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.
- As of the Effective Time, each ICE employee stock option was converted into an ICE Group employee stock option on the same terms (3) and conditions (including vesting schedule and per share exercise price) as applied to such ICE stock option immediately prior to the Effective Time.
- (4) These options are fully vested.
- 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.
- 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.
- 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.

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.

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