

IntercontinentalExchange Group, Inc.

Form 4

February 12, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Niederauer Duncan L

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)
02/12/2014

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
President&CEO of NYSE Euronext

ATLANTA, GA 30328

(City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/12/2014		S		12,983	D	\$ 214.0439
							(1)
Common Stock	02/12/2014		S		2,200	D	\$ 214.8518
							(2)
Common Stock	02/12/2014		S		4,817	D	\$ 216.3861
							(3)
Common	02/12/2014		G		7,500	D	\$ 0
							174,667 (5)
							D

Stock

(4)

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)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title or Number of Shares	

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

Niederauer Duncan L
2100 RIVEREDGE PARKWAY
SUITE 500
ATLANTA, GA 30328

President&CEO of NYSE Euronext

Signatures

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

02/12/2014

__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).

- The price range for the aggregate amount sold by the direct holder is \$213.5450 - \$214.52. The Issuer will upon request by the Staff of
- (1) 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.
- (2) The price range for the aggregate amount sold by the direct holder is \$214.55 - \$215.53. 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

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sold at each separate price.

The price range for the aggregate amount sold by the direct holder is \$215.77 - \$216.71. The Issuer will upon request by the Staff of the

- (3) 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) This transaction involved a gift of 7,500 shares of the issuer's Common stock by the reporting person to a philanthropic organization.
- (5) The common stock number referred in Table I is an aggregate number and represents 31,373 shares of common stock 143,294 restricted stock units of ICE Group.

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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