

INTERCONTINENTALEXCHANGE INC
 Form 4
 November 13, 2013

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 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 *
 CRISP CHARLES R

2. Issuer Name and Ticker or Trading Symbol
 INTERCONTINENTALEXCHANGE INC [ICE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2100 RIVEREDGE PARKWAY, SUITE 500

3. Date of Earliest Transaction (Month/Day/Year)
 11/13/2013

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

(Street)
 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

| 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 | | D | | 2,000 | D | (1) | 0 | I (2) | By spouse |
| Common Stock | 11/13/2013 | | D | | 10,432 | D | (4) | 1,827 | D | |
| | | | | | (3) | | | | | |

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

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SEC 1474 (9-02)

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- As of the Effective Time of the Merger Agreement, each share of common stock of ICE and each deferred compensation obligation and restricted stock unit of ICE held by the reporting person was converted into one share of common stock of ICE Group, one substantially equivalent deferred compensation obligation of ICE Group or one substantially equivalent restricted stock unit of ICE Group, respectively. The common stock number referred in Table I is an aggregate number and represents 9,175 shares of common stock of ICE, 127 deferred compensation obligations of ICE and 1,130 restricted stock units of ICE. The restricted stock units vest on the one-year anniversary of the grant date, which is February 28, 2014.
- (4)
- 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.
- (5)
- (6) 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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