### Edgar Filing: INTERCONTINENTALEXCHANGE INC - Form 4

#### INTERCONTINENTALEXCHANGE INC

Form 4

November 13, 2013

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

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person \* Reid Sir Robert

(First)

2. Issuer Name and Ticker or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

5. Relationship of Reporting Person(s) to Issuer

Symbol

INTERCONTINENTALEXCHANGE

(Check all applicable)

INC [ICE]

(Middle)

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

\_X\_\_ Director 10% Owner Other (specify Officer (give title

11/13/2013

2100 RIVEREDGE PARKWAY, SUITE 500

> (Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

ATLANTA, GA 30328

(City)	(State) (Z	Table	I - Non-De	rivative S	ecuri	ties Acq	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	1		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)			Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership	
		( <u>.</u> ,		(A) or		Following Reported Transaction(s)	(Instr. 4)	(Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	11/13/2013		D	8,929	D	(1) (2)	0	D	
Common Stock	11/13/2013		A	1,758	A	<u>(3)</u>	1,758	D	
Common Stock	11/13/2013		D	1,758	D	<u>(3)</u>	0	D	

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

**SEC 1474** (9-02)

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displays a currently valid OMB control

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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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) (4)	\$ 8	11/13/2013		D	2,063	(5)	01/05/2015	Common Stock	2,063

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1 0	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).

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

(1) (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. (This footnote is continued onto footnote 2).

**(2)** 

Reporting Owners 2

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The common stock number referred in Table I is an aggregate number and represents 6,210 shares of common stock of ICE, 3,186 deferred compensation obligations of ICE and 1,291 restricted stock units of ICE. The restricted stock units vest on the one-year anniversary of the grant date, which is February 28, 2014.

- The amount of shares reported has been adjusted to reflect the correct amount of securities beneficially owned by the reporting person.

  The reporting person previously understated the amount of securities beneficially owned by 1.758 securities due to an inadvertent
- (3) The reporting person previously understated the amount of securities beneficially owned by 1,758 securities due to an inadvertent administrative error. The corrected amount of securities is being reported promptly upon detection.
- 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.