

IntercontinentalExchange Group, Inc.
Form 4
November 14, 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 *
CRISP CHARLES R

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)
11/13/2013

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

ATLANTA, GA 30328
(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|-----------|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock | 11/13/2013 | | A | | 10,305 | A | <u>(1)</u> <u>(2)</u> | 10,305 | D | |
| Common Stock | 11/13/2013 | | A | | 2,000 | A | <u>(3)</u> | 2,000 | I | By spouse |
| Deferred Compensation | 11/13/2013 | | A | | 127 | A | <u>(4)</u> | 127 | D | |

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

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units vest on the one-year anniversary of the grant date, which is February 28, 2013.

(3) As of the Effective Time of the transactions contemplated by the Merger Agreement, each share of common stock of ICE held by the reporting person was converted into one share of common stock of ICE Group. The common stock number referred to in Table 1 represents 2,000 shares of common stock of ICE Group held by the reporting person's spouse immediately following the Effective Time.

(4) As of the Effective Time, each Deferred Compensation Obligation of ICE issued to the reporting person under the ICE 2003 Restricted Stock Deferral Plan for Outside Directors was converted into an award of a substantially equivalent Deferred Compensation Obligation of ICE Group pursuant to the terms of the Merger Agreement.

(5) 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.

(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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