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IntercontinentalExchange Group, Inc. Form 4 January 06, 2014

January 06, 2	2014										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB APPROVAL				
-	Washington, D.C. 20549								OMB Number:	3235-0287	
Check thi if no long subject to Section 10 Form 4 or	F CHANGES IN BENEFICIAL OW SECURITIES					NERSHIP OF	Expires: Estimated a burden hour				
Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations May continue. See Instruction 1(b). Form 5 obligations May continue. See Instruction 1(c) See Instruction 1(c)											
(Print or Type R	Responses)										
1. Name and Address of Reporting Person <u>*</u> Farley Thomas W			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
		IntercontinentalExchange Group, Inc. [ICE]					(Check all applicable)				
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)					Director 10% Owner X Officer (give title Other (specify below) below)			
2100 RIVEREDGE PARKWAY, SUITE 500			01/02/2014					COO of NYSE Euronext			
	(Street)	(Street) 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 					
ATLANTA,								Person	ore than One Re	porting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
C				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	01/02/2014			F	900 <u>(1)</u>	D	\$ 224.6	14,288	D		
Common Stock	01/02/2014			F	883 <u>(2)</u>	D	\$ 224.6	13,405 <u>(3)</u>	D		

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)

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Unde Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Farley Thomas W 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328			COO of NYSE Euronext					
Signatures								
/s/ Andrew J. Surdykowski, Attorney-in-fact		01/06/2014						
<u>**</u> 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).

Represents shares of common stock underlying vested restricted stock that are being withheld to satisfy payment of the Issuer's tax withholding obligation upon the vesting of the performance based restricted stock units. The shares of performance based restricted stock units were granted to the filing person on January 11, 2011. The vesting of the shares of performance based restricted stock units was

(1) units were granted to the fining person on January 11, 2011. The vesting of the shares of performance based restricted stock units was conditioned upon the achievement of certain 2011 earnings before interest, taxes, depreciation, and amortization ("EBITDA") performance versus pre-established targets. The restricted stock units vested over a three year period from 2012-2014. The third and final traunche of shares for this award has been issued.

Represents shares of common stock underlying vested restricted stock that are being withheld to satisfy payment of the Issuer's tax withholding obligation upon the vesting of the performance based restricted stock units. The shares of performance based restricted stock units were granted to the filing person on January 17, 2012. The vesting of the shares of performance based restricted stock units was

- (2) conditioned upon the achievement of certain 2012 earnings before interest, taxes, depreciation, and amortization ("EBITDA") performance versus pre-established targets. The restricted stock units vested over a three year period from 2013-2015. The remaining 2,141 shares are scheduled to be issued on January 2, 2015 and taxes for this future issuance will be withheld at the time shares are issued.
- (3) The common stock number referred in Table I is an aggregate number and represents 11,264 shares of common stock and 2,141 unvested performance based restricted stock units, for which the performance period has been satisfied. The performance based restricted stock

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units vest over a three year period, in which 33.33% of the performance based restricted stock units vest each year. The satisfaction of the performance target for the 2013 performance based restricted stock units and the corresponding number of shares of common stock to be issued pursuant to that award will not be determined until February 2014 and will be reported at that time.

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.