IntercontinentalExchange Group, Inc.

Form 4

January 06, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * Mathison Dean S			2. Issuer Name and Ticker or Trading Symbol IntercontinentalExchange Group, Inc. [ICE]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) 2100 RIVE	3. Date of Earliest Transaction (Month/Day/Year) 01/02/2014					Director 10% Owner X_ Officer (give title Other (specify below)						
ATLANTA	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						
(City) (State) (Zip) Table					erivative	Secur	rities Acq	quired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution	emed on Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			Beneficially (D) or Benefic Owned Indirect (I) Owners Following (Instr. 4) (Instr. 4 Reported Transaction(s) (Instr. 3 and 4)				
Common Stock	01/02/2014			F	263 (1)	` ′	\$ 224.6	2,498	D			
Common Stock	01/02/2014			F	171 (2)	D	\$ 224.6	2,327 (3)	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)

9. Nu Deriv Secu

Owner Follo Repo Trans (Insti

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
Security					Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									A 4		
									Amount		
						Date	Expiration	T:41-	or Namelana		
						Exercisable	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Mathison Dean S Chief
2100 RIVEREDGE PARKWAY Accounting
ATLANTA, GA 30328 Officer

Signatures

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

01/06/2014

**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).

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 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

- 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 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 514 shares are scheduled to be issued on January 2, 2015 and taxes for this furture 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 788 shares of common stock, 1,025 shares of unvested restricted stock units and 514 unvested performance based restricted stock units, for which the performance period has been satisfied. The performance based restricted stock 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

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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.