

IntercontinentalExchange Group, Inc.

Form 4

March 18, 2014

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(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)  
**03/14/2014**

☒ 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 (1)	(D) Price (2)	
Common Stock	03/14/2014		S		1,000 (1)	D 203.3433 (2)	11,142 D
Common Stock	03/14/2014		S		130 (1)	D 204.0646 (3)	11,012 (4) (5) 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  
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SEC 1474  
(9-02)

number.

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities 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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor 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

CRISP CHARLES R  
2100 RIVEREDGE PARKWAY  
SUITE 500  
ATLANTA, GA 30328

X

## Signatures

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

03/18/2014

\*\*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).
- (1) The sales reported in this Form 4 were effected pursuant to a pre-arranged trading plan established in accordance with Rule 10b5-1 of the Securities Act of 1934, as amended.
- (2) The price range for the aggregate amount sold by the direct holder is \$203.0200 - \$203.6600. The Issuer will upon request by the Staff of the U.S. Securities and Exchange Commission or a security holder of the Issuer provide the full information regarding the number of shares sold at each separate price.
- (3) The price range for the aggregate amount sold by the direct holder is \$204.0300 - \$204.1800. The Issuer will upon request by the Staff of the U.S. Securities and Exchange Commission or a security holder of the Issuer provide the full information regarding the number of shares sold at each separate price.
- (4) The common stock number referred in Table I is an aggregate number and represents 10,175 shares of common stock and 837 restricted stock units of the Issuer. The restricted stock units vest on the one-year anniversary of the grant date which is February 27, 2015.
- (5) 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 1,000 securities due to an inadvertent

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administrative error. The corrected amount of securities is being reported promptly upon detection.

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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