Intercontinental Exchange, Inc.

Form 4

February 12, 2015

FORM 4

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

SECURITIES

OMB

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31,

OMB APPROVAL

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

obligations

Expires: 2005 Estimated average burden hours per

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 may continue. 30(h) of the Investment Company Act of 1940

response... 0.5

See Instruction 1(b).

Common

Stock

02/10/2015

(Print or Type Responses)

1. Name and Address of Reporting Person * Mathison Dean S			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
					Exchange, Inc. [ICE]	(Check all applicable)			
(Last) (First) (Middle)			3. Date of	f Earliest T	ransaction				
			(Month/D	Day/Year)		Director 10% Owner			
5660 NEW NORTHSIDE DRIVE			02/10/2	015		_X_ Officer (give title Other (specify below) Chief Accounting Officer			
(Street)			4. If Ame	endment, Da	ate Original	6. Individual or Joint/Group Filing(Check			
		Filed(Mon	nth/Day/Yea	r)	Applicable Line) _X_ Form filed by One Reporting Person				
ATLANTA, GA 30328						Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative Securities Acq	uired, Disposed of	, or Beneficiall	y Owned	
1.Title of	2. Transaction Da	te 2A. Deer	ned	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Yea) Execution	n Date, if	Transactio	on(A) or Disposed of (D)	Securities	Ownership	Indirect	
(Instr. 3)		any	any		(Instr. 3, 4 and 5)	Beneficially	Form: Direct	Beneficial	
	(Month/Day/Year		Day/Year)	(Instr. 8)		Owned	(D) or	Ownership	
						Following	Indirect (I)	(Instr. 4)	
					(A)	Reported Transaction(s)	(Instr. 4)		

Code V Amount

148

S

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Transaction(s)

(Instr. 3 and 4)

D

 $2,488 \frac{(1)}{}$

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

or

(D)

D

Price

230.56

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration		or		
							-		Number		
						2			of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Mathison Dean S

5660 NEW NORTHSIDE DRIVE **Chief Accounting Officer**

ATLANTA, GA 30328

Signatures

/s/ Andrew J. Surdykowski, 02/12/2015 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).

The common stock number referred in Table I is an aggregate number and represents 1,245 shares of common stock, 795 unvested restricted stock units and 448 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 2014 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 2015 and will be reported at

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.

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