

IntercontinentalExchange Group, Inc.  
 Form 4  
 November 14, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Sprecher Jeffrey C

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)  
 Chief Executive Officer

ATLANTA, GA 30328

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

(City) (State) (Zip)

**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)		
Common Stock	11/13/2013		A	V	262,668	A	<u>(1)</u> <u>(2)</u>	D	
Common Stock	11/13/2013		A		1,013,341	A	<u>(3)</u>	I	CPEX
Common Stock	11/13/2013		A		24,030	A	<u>(4)</u> <u>(5)</u>	I	By spouse

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

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SEC 1474  
 (9-02)

displays a currently valid OMB control 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy) Holding <sup>(6)</sup>	\$ 104.23	11/13/2013		A	36,802	<sup>(7)</sup> 12/22/2016	Common Stock 36,802
Employee Stock Option (right to buy) Holding <sup>(6)</sup>	\$ 189.43	11/13/2013		A	14,550	<sup>(7)</sup> 12/28/2017	Common Stock 14,550
Employee Stock Option (right to buy) Holding <sup>(6)</sup>	\$ 189.43	11/13/2013		A	2,220	<sup>(7)</sup> 12/28/2017	Common Stock 2,220
Employee Stock Option (right to buy) Holding <sup>(6)</sup>	\$ 80.17	11/13/2013		A	27,432	<sup>(7)</sup> 12/16/2018	Common Stock 27,432
Employee Stock Option (right to buy) Holding <sup>(6)</sup>	\$ 80.17	11/13/2013		A	1,363	<sup>(7)</sup> 12/16/2018	Common Stock 1,363
Employee Stock	\$ 106	11/13/2013		A	26,672	<sup>(7)</sup> 12/10/2019	Common Stock 26,672

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Option (right to buy) Holding <sup>(6)</sup>									
Employee Stock Option (right to buy) Holding <sup>(6)</sup>	\$ 106	11/13/2013	A	998	<sup>(7)</sup>	12/10/2019	Common Stock	998	
Employee Stock Option (right to buy) Holding <sup>(6)</sup>	\$ 112.15	11/13/2013	A	23,071	<sup>(8)</sup>	01/17/2022	Common Stock	23,071	
Employee Stock Option (right to buy) Holding <sup>(6)</sup>	\$ 112.15	11/13/2013	A	2,768	<sup>(8)</sup>	01/17/2022	Common Stock	2,768	
Employee Stock Option (right to buy) Holding <sup>(6)</sup>	\$ 129.36	11/13/2013	A	32,543	<sup>(9)</sup>	01/11/2023	Common Stock	32,543	
Employee Stock Option (right to buy) Holding <sup>(6)</sup>	\$ 129.36	11/13/2013	A	3,905	<sup>(9)</sup>	01/11/2023	Common Stock	3,905	
Employee Stock Option (right to buy) Holding <sup>(6)</sup>	\$ 104.23	11/13/2013	A	6,050	<sup>(7)</sup>	12/22/2016	Common Stock	6,050	
Employee Stock Option (right to buy) Holding <sup>(6)</sup>	\$ 35.08	11/13/2013	A	3,529	<sup>(7)</sup>	12/28/2015	Common Stock	3,529	
	\$ 112.48	11/13/2013	A	22,453	<sup>(10)</sup>	01/11/2021		22,453	



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stock of ICE and 3,471 unvested performance based restricted stock units of ICE for which the performance period has been satisfied, and 678 restricted stock units of ICE. 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 on the anniversary of the respective grant dates.

- (5) As previously reported, the reporting person also indirectly owns 1,013,341 shares that are beneficially owned directly by CPEX. The reporting person beneficially owns 100% of the equity interest in CPEX. Additionally, as previously reported, the reporting person also beneficially owns shares directly.

- (6) 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.

- (7) These options are fully vested.

- (8) 33.33% of the options vested on January 17, 2013, the first anniversary date of grant, and the remaining 66.67% of the options either have vested or will vest in equal monthly installments between February 17, 2013 and January 17, 2015.

- (9) 33.33% of the options vest on January 11, 2014, the first anniversary date of grant, and the remaining 66.67% of the options either have vested or will vest in equal monthly installments between February 11, 2014 and January 11, 2016.

- (10) 33.33% of the options vested on January 17, 2012, the first anniversary date of grant, and the remaining 66.67% of the options either have vested or will vest in equal monthly installments between February 11, 2012 and January 11, 2014.

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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