

IntercontinentalExchange Group, Inc.

Form 4

November 14, 2013

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
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Forneri Jean Marc

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/13/2013

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
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 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	17,860	A <u>(1)</u> <u>(2)</u>	17,860	D
Deferred Compensation	11/13/2013		A	7,743	A <u>(3)</u>	7,743	D

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

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SEC 1474
(9-02)

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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. 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. Amount or Number of Shares
Employee Stock Option (right to buy) Holding ⁽⁴⁾	\$ 8	11/13/2013		A	3,000	⁽⁵⁾ 01/05/2015	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Forneri Jean Marc 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328	X			

Signatures

/s/ Andrew J. Surdykowski,
Attorney-in-fact
11/14/2013

__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) As of the effective time (the "Effective Time") of the transactions contemplated by the Amended and Restated Agreement and Plan of Merger dated as of March 19, 2013, by and among IntercontinentalExchange, Inc. ("ICE"), IntercontinentalExchange Group, Inc. ("ICE Group"), NYSE Euronext, Braves Merger Sub, Inc., and NYSE Euronext Holdings LLC (formerly known as Baseball Merger Sub, LLC) (the "Merger Agreement"), each share of common stock of ICE and each restricted stock unit of ICE held by the reporting person was converted into one share of common stock of ICE Group or one substantially equivalent restricted stock unit of ICE Group, respectively. (This footnote is continued onto footnote 2).

(2) The common stock number referred in Table I is an aggregate number and represents 16,730 shares of common stock of ICE Group and 1,130 restricted stock units of ICE Group held by the reporting person immediately following the Effective Time. The restricted stock units vest on the one-year anniversary of the grant date, which is February 28, 2013.

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As of the Effective Time, each Deferred Compensation Obligation of ICE issued to the reporting person under the ICE 2003 Restricted

- (3) Stock Deferral Plan for Outside Directors was converted into an award of a substantially equivalent Deferred Compensation Obligation of ICE Group pursuant to the terms of the Merger Agreement.

As of the Effective Time, each ICE employee stock option was converted into an ICE Group employee stock option on the same terms

- (4) and conditions (including vesting schedule and per share exercise price) as applied to such ICE stock option immediately prior to the Effective Time.

- (5) These options are fully vested.

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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