

IntercontinentalExchange Group, Inc.
 Form 4
 February 12, 2014

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

OMB APPROVAL

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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 *
 Niederauer Duncan L

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)
 02/12/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President&CEO of NYSE Euronext

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | | Code V | Amount | (A) or (D) | Price | |
| Common Stock | 02/12/2014 | | S | 12,983 | D | \$ 214.0439 | 189,184 | D |
| | | | | | | (1) | | |
| Common Stock | 02/12/2014 | | S | 2,200 | D | \$ 214.8518 | 186,984 | D |
| | | | | | | (2) | | |
| Common Stock | 02/12/2014 | | S | 4,817 | D | \$ 216.3861 | 182,167 | D |
| | | | | | | (3) | | |
| Common | 02/12/2014 | | G | 7,500 | D | \$ 0 | 174,667 (5) | D |

Stock (4)

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)

| 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. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Niederauer Duncan L 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328 | | | President & CEO of NYSE Euronext | |

Signatures

/s/ Andrew J. Surdykowski,
Attorney-in-fact
02/12/2014

**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 price range for the aggregate amount sold by the direct holder is \$213.5450 - \$214.52. 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.
- (2) The price range for the aggregate amount sold by the direct holder is \$214.55 - \$215.53. 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

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sold at each separate price.

The price range for the aggregate amount sold by the direct holder is \$215.77 - \$216.71. The Issuer will upon request by the Staff of the

- (3) 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) This transaction involved a gift of 7,500 shares of the issuer's Common stock by the reporting person to a philanthropic organization.
- (5) The common stock number referred in Table I is an aggregate number and represents 31,373 shares of common stock 143,294 restricted stock units of ICE Group.

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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