

Intercontinental Exchange, Inc.
 Form 4
 January 06, 2015

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)
 5660 NEW NORTHSIDE DRIVE
 (Street)

ATLANTA, GA 30328

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Intercontinental Exchange, Inc. [ICE]

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/02/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/02/2015		F	3,505 (1) D \$ 217.64	267,600 (2)	D	
Common Stock	01/02/2015		F	3,620 (3) D \$ 217.64	263,980 (2) (4)	D	
Common Stock	01/02/2015		F	372 (1) D \$ 217.64	22,557 (5)	I	By spouse
Common Stock	01/02/2015		F	302 (6) D \$ 217.64	22,255 (5) (7)	I	By spouse

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

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Represents shares of common stock underlying vested restricted stock that are being withheld to satisfy payment of the Issuer's tax withholding obligation upon the vesting of the performance based restricted stock units. The shares of performance based restricted stock units were granted to the filing person on January 11, 2013. The vesting of the shares of performance based restricted stock units was

(3) conditioned upon the achievement of certain 2013 earnings before interest, taxes, depreciation, and amortization ("EBITDA") performance versus pre-established targets. The restricted stock units vested over a three year period from 2014-2016. The remaining 7,469 shares are scheduled to be issued on January 2, 2016 and taxes for this future issuance will be withheld at the time shares are issued.

The common stock number referred to in Table I is an aggregate number and represents 256,511 shares of common stock and 7,469 unvested performance based restricted stock units, for which the performance period has been satisfied. The performance based restricted

(4) 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 that time.

As previously reported, the reporting person also indirectly owns 893,341 shares that are beneficially owned directly by CPEX. The

(5) reporting person beneficially owns 100% of the equity interest in CPEX. Additionally, as previously reported, the reporting person also beneficially owns shares directly.

Represents shares of common stock underlying vested restricted stock that are being withheld to satisfy payment of the Issuer's tax withholding obligation upon the vesting of the performance based restricted stock units. The shares of performance based restricted stock units were granted to the filing person on January 11, 2013. The vesting of the shares of performance based restricted stock units was

(6) conditioned upon the achievement of certain 2013 earnings before interest, taxes, depreciation, and amortization ("EBITDA") performance versus pre-established targets. The restricted stock units vested over a three year period from 2014-2016. The remaining 896 shares are scheduled to be issued on January 2, 2016 and taxes for this future issuance will be withheld at the time shares are issued.

The common stock number referred to in Table I is an aggregate number and represents 21,359 shares of common stock and 896 unvested performance based restricted stock units, for which the performance period has been satisfied. The performance based restricted stock

(7) 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 that time.

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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