

Intercontinental Exchange, Inc.  
Form 4  
February 20, 2015

**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 \*  
Short Johnathan H

(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)  
02/18/2015

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)  
General Counsel & Corp. Sec.

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/18/2015		M		1,373 (1) A \$ 112.48	10,127	D
Common Stock	02/18/2015		M		1,627 (1) A \$ 112.15	11,754	D
Common Stock	02/18/2015		S		810 (1) D \$ 233.6151 (2)	10,944	D
Common Stock	02/18/2015		S		1,954 (1) D \$ 234.3899 (3)	8,990	D
	02/18/2015		S		236 (1) D	8,754 (5)	D

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Common Stock \$ 235.368  
(4)

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

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(9-02)

**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
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						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
Employee Stock Option (right to buy) Holding	\$ 112.15	02/18/2015		M	1,627	(6)	01/17/2022	Common Stock	1,627
Employee Stock Option (right to buy) Holding	\$ 112.48	02/18/2015		M	1,373	(6)	01/11/2021	Common Stock	1,373

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Short Johnathan H  
5660 NEW NORTHSIDE DRIVE  
ATLANTA, GA 30328

General Counsel & Corp. Sec.

## Signatures

/s/ Andrew J. Surdykowski,  
Attorney-in-fact

02/20/2015

\_\_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 transactions reported in this Form 4 were effected pursuant to a pre-arranged trading plan established in accordance with Rule 10b5-1 of the Securities Act of 1934, as amended.
- (2) The price range for the aggregate amount sold by the direct holder is \$232.9800 - \$233.9500. 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.
- (3) The price range for the aggregate amount sold by the direct holder is \$233.9800 - \$234.7400. 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.
- (4) The price range for the aggregate amount sold by the direct holder is \$235.1500 - \$235.5600. 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.
- (5) The common stock number referred in Table I is an aggregate number and represents 6,887 shares of common stock and 1,867 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 that time.
- (6) 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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