Intercontinental Exchange, Inc.

Form 4

January 14, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

5. Relationship of Reporting Person(s) to

Issuer

3235-0287 January 31, Expires:

OMB APPROVAL

2005 Estimated average

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

Farley Thomas W

1. Name and Address of Reporting Person *

Tariey Inomas ii		Intercontinental Exchange, Inc. [ICE]					nc. [ICE]	(Check all applicable)			
			(Month/	3. Date of Earliest Transaction (Month/Day/Year) 01/12/2015				_	Director 10% Owner X Officer (give title Other (specify below) COO of NYSE Euronext		Owner r (specify
				Filed(Month/Day/Year)				- -	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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								y Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Date, if	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common	01/10/2015				V	Amount 3,259	()	Price	(Instr. 3 and 4)	D	
Stock	01/12/2015			M		<u>(1)</u>	A	\$ 80.17	13,219	D	
Common Stock	01/12/2015			S		2,454 (1)	D	\$ 216.2764 (2)	10,765	D	
Common Stock	01/12/2015			S		1,429 (1)	D	\$ 217.1722 (3)	9,336	D	
Common Stock	01/12/2015			S		1,088 (1)	D	\$ 218.2177 (4)	8,248	D	

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Common Stock	01/12/2015	S	500 (1) D	\$ 219.11 (5)	7,748	D
Common Stock	01/12/2015	S	400 (1) D	\$ 220.22 (6)	7,348 (7)	D

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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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	\$ 80.17	01/12/2015		M	3,259	(8)	12/16/2018	Common Stock	3,259

Reporting Owners

Reporting Owner Name / Address			Relationships	
• 0	Director	10% Owner	Officer	Other
Farley Thomas W				

ATLANTA, GA 30328

5660 NEW NORTHSIDE DRIVE COO of NYSE Euronext

Signatures

/s/ Andrew J. Surdykowski, 01/14/2015 Attorney-in-fact

> **Signature of Reporting Person Date

2 Reporting Owners

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).
- The sales 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.
- The price range for the aggregate amount sold by the direct holder is \$215.7100 \$216.7000. 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.
- The price range for the aggregate amount sold by the direct holder is \$216.8300 \$217.7300. 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.
- The price range for the aggregate amount sold by the direct holder is \$217.8800 \$218.8000. 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.
- The price range for the aggregate amount sold by the direct holder is \$218.8800 \$219.8000. 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.
- The price range for the aggregate amount sold by the direct holder is \$219.9100 \$220.7600. 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.
- The common stock number referred in Table I is an aggregate number and represents 4,734 shares of common stock and 2,614 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.
- (8) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.