

Intercontinental Exchange, Inc.
 Form 4
 February 27, 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

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/25/2015

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

ATLANTA, GA 30328
 (City) (State) (Zip)

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

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 (D) or Price (A) | | |
| Common Stock | 02/25/2015 | | M | | 7,000 (1) A \$ 80.17 | D | |
| Common Stock | 02/25/2015 | | S | | 7,000 (1) D \$ 237.534 | D | |
| Common Stock | 02/25/2015 | | M | | 527 (1) A \$ 189.43 | D | 264,507 (2) (3) |
| Common Stock | 02/25/2015 | | S | | 1,200 (1) D \$ 234.035 (4) | I | CPEX |
| Common Stock | 02/25/2015 | | S | | 3,785 (1) D \$ 235.4002 (5) | I | CPEX |

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| | | | | | | | | |
|--------------|------------|---|---------------------|---|---------------------------|-----------------------------------|---|-----------|
| Common Stock | 02/25/2015 | S | 6,046 <u>(1)</u> | D | \$ 236.4478 <u>(6)</u> | 882,310 | I | CPEX |
| Common Stock | 02/25/2015 | S | 4,820 <u>(1)</u> | D | \$ 237.4921 <u>(7)</u> | 877,490 | I | CPEX |
| Common Stock | 02/25/2015 | S | 6,700 <u>(1)</u> | D | \$ 238.4119 <u>(8)</u> | 870,790 | I | CPEX |
| Common Stock | 02/25/2015 | S | 7,249 <u>(1)</u> | D | \$ 239.3475 <u>(9)</u> | 863,541 | I | CPEX |
| Common Stock | 02/25/2015 | S | 200 <u>(1)</u> | D | \$ 239.98 | 863,341 <u>(10)</u> | I | CPEX |
| Common Stock | 02/25/2015 | M | 700 <u>(1)</u> | A | \$ 104.23 | 22,955 | I | By spouse |
| Common Stock | 02/25/2015 | S | 1,000 <u>(1)</u> | D | \$ 237.031 | 21,955 | I | By spouse |
| Common Stock | 02/25/2015 | S | 700 <u>(1)</u> | D | \$ 235.05 | 21,255 | I | By spouse |
| Common Stock | 02/25/2015 | M | 692 <u>(1)</u> | A | \$ 112.48 | 21,947 <u>(11)</u> <u>(12)</u> | I | By spouse |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock | \$ 189.43 | 02/25/2015 | | M | 527 | <u>(13)</u> 12/28/2017 | Common Stock | 527 |

| | | | | | | | | | |
|---|-----------|------------|---|-------|------|------------|-----------------|-------|--|
| Option (right to buy) Holding | | | | | | | | | |
| Employee Stock Option (right to buy) Holding | \$ 80.17 | 02/25/2015 | M | 7,000 | (13) | 12/16/2018 | Common Stock | 7,000 | |
| Employee Stock Option (right to buy) Holding | \$ 104.23 | 02/25/2015 | M | 700 | (13) | 12/22/2016 | Common Stock | 700 | |
| Employee Stock Option (right to buy) Holding | \$ 112.48 | 02/25/2015 | M | 692 | (13) | 01/11/2021 | Common Stock | 692 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sprecher Jeffrey C 5660 NEW NORTHSIDE DRIVE ATLANTA, GA 30328 | X | | Chief Executive Officer | |

Signatures

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

02/27/2015

**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 sales reported in this Form 4 were effected pursuant to a previously announced, pre-arranged trading plan established in accordance with Rule 10b5-1 of the Securities Act of 1934, as amended.
- The common stock number referred in Table I is an aggregate number and represents 257,038 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 stock units vest over a three year period, in which 33.33% of the performance based restricted stock units vest each year.
- (2) 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.
- (3)

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As previously reported, the reporting person also indirectly owns 863,341 shares that are beneficially owned directly by CPEX. The reporting person beneficially owns 100% of the equity interest in CPEX. Additionally, as previously reported, the reporting person also beneficially owns shares directly.

(4) The price range for the aggregate amount sold by the direct holder is \$233.7700 - \$234.6400. 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 price range for the aggregate amount sold by the direct holder is \$234.9400 - \$235.9100. 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.

(6) The price range for the aggregate amount sold by the direct holder is \$235.9400 - \$236.9000. 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.

(7) The price range for the aggregate amount sold by the direct holder is \$236.9400 - \$237.9300. 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.

(8) The price range for the aggregate amount sold by the direct holder is \$237.9400 - \$238.8600. 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.

(9) The price range for the aggregate amount sold by the direct holder is \$238.9500 - \$239.8500. 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.

(10) These shares are beneficially owned directly by Continental Power Exchange, Inc. ("CPEX"). Mr. Sprecher beneficially owns 100% of the equity interest in CPEX directly. Additionally, as previously reported, the reporting person also owns share directly and indirectly own shares that are beneficially owned directly by the reporting person's spouse for which the reporting person disclaims beneficial ownership.

(11) As previously reported, the reporting person also indirectly owns 863,341 shares that are beneficially owned directly by CPEX. The reporting person beneficially owns 100% of the equity interest in CPEX. Additionally, as previously reported, the reporting person also beneficially owns shares directly.

(12) The common stock number referred in Table I is an aggregate number and represents 21,051 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 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.

(13) 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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