Intercontinental Exchange, Inc.

Form 4

March 02, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

Common

Stock

02/28/2017

(Print or Type Responses)

1. Name and Address of Reporting Person * Mathison Dean S			2. Issuer Symbol	Name and	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			Intercon	tinental E	Exchange, Inc. [ICE]				
(Last) (First) (Middle) 5660 NEW NORTHSIDE DRIVE			3. Date of	Earliest Tra	ansaction				
			(Month/Da	ay/Year)		Director 10% Owner			
			02/28/20	017		X Officer (give title Other (specify below) Chief Accounting Officer			
					Cinci recounting Officer				
(Street)			4. If Amer	ndment, Dat	te Original	6. Individual or Joint/Group Filing(Check			
		Filed(Mon	th/Day/Year)		Applicable Line) _X_ Form filed by One Reporting Person				
ATLANTA, GA 30328						Form filed by More than One Reporting Person			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ly Owned	
1.Title of	2. Transaction Da	te 2A. Dee	emed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of	
Security (Month/Day/Year) Execution		on Date, if Transa		on(A) or Disposed of	Securities	Form: Direct	Indirect		
(Instr. 3)		any		Code	(D)	Beneficially	(D) or	Beneficial	
		(Month/	Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
					(A)	Reported			
					(A)	Transaction(s)			

Code V Amount

S

2,305

(1)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Transaction(s)

(Instr. 3 and 4)

15,448 (2)

D

or

(D)

D

Price

57.5

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1.	Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
D	erivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
S	ecurity	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(I	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
		Derivative				Securities			(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						`
						4, and 5)						
						, ,						
										Amount		
						Date	Expiration		or			
							Exercisable Date	Title	Title Number			
							Excitisation Date			of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Mathison Dean S

5660 NEW NORTHSIDE DRIVE

Chief Accounting Officer

Signatures

ATLANTA, GA 30328

/s/ Andrew J. Surdykowski,
Attorney-in-fact
03/02/2017

**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 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 7,347 shares of common stock, 3,060 unvested restricted stock units, and and 5,041 unvested performance based restricted stock units, for which the performance period has been satisfied. These performance based restricted stock units vest over a three year period, in which 33.33% of the units vest each year. The satisfaction of the 2017 performance based restricted units tied to earnings before interest, taxes, depreciation, and amortization,

("EBITDA") and the corresponding number of shares to be issued pursuant to these awards, will not be determined until February 2018 and will be reported at the time of vesting. The satisfaction of the 2017 total shareholder return performance based restricted stock units and the corresponding number of shares to be issued pursuant to these awards, will not be determined until February 2020 and will be reported at the time of vesting.

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.

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