Vice Charles A Form 4 February 21, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

See Instruction

1(b).

Common

Stock

02/16/2018

(Print or Type Responses)

1. Name and Address of Reporting Person * Vice Charles A (Last) (First) (Middle)			2. Issuer Symbol	r Name and	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			Intercor	ntinental l	Exchange, Inc. [ICE]				
			3. Date of	f Earliest Ti	ransaction				
			(Month/D	ay/Year)		Director	10%	Owner	
5660 NEW NORTHSIDE DRIVE			02/16/2	018		X Officer (give title Other (specify below) Vice Chairman			
(Street)			4. If Ame	ndment, Da	ate Original	6. Individual or Joint/Group Filing(Check			
ATLANTA		Filed(Mor	nth/Day/Year	·)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
						1 013011			
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative Securities Acq	uired, Disposed of	, or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deer (Month/Day/Year) Execution any (Month/I			3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	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)	

Code V

F

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.

(Instr. 3 and 4)

358,545 (2)

D

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

or

(D)

D

Price

71.73

Amount

11,426

(1)

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title a		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amount Underlyi Securitie (Instr. 3	ing es	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	or Title N of	umber		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Vice Charles A

5660 NEW NORTHSIDE DRIVE Vice Chairman

ATLANTA, GA 30328

Signatures

/s/ Andrew J. Surdykowski,
Attorney-in-fact
02/21/2018

**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).

Represents shares of performance based restricted stock units granted to the filing person on January 14, 2016. The vesting of the shares of performance based restricted stock units was conditioned upon the achievement of certain 2016 earnings before interest, taxes, depreciation, and amortization ("EBITDA") performance versus pre-established targets. The restricted stock units vest over three years

- (1) (1/3 on February 16, 2017, 1/3 on February 16, 2018 and 1/3 on February 16, 2019). Of the 50,160 shares, 25,080 shares were issued on February 16, 2018, of which 11,426 shares were withheld to satisfy payment of the Issuer's tax withholding obligation. The remaining 25,080 shares are scheduled to be issued on February 16, 2019 and taxes for this issuances will be withheld and reported at the time of vesting.
 - The common stock number referred in Table I is an aggregate number and represents 293,515 shares of common stock and 65,030 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
- (2) 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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