

Intercontinental Exchange, Inc.  
 Form 4  
 February 11, 2016

**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 \*  
 Hill Scott A

(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)  
 02/09/2016

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)  
 Chief Financial Officer

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	(A) or (D)	Price
Common Stock	02/09/2016		M		133	A	\$ 189.43
Common Stock	02/09/2016		M		943	A	\$ 106
Common Stock	02/09/2016		M		485	A	\$ 112.15
							25,183
							26,126
							26,611 <sup>(1)</sup>

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

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number.

**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 Option (right to buy) Holding	\$ 189.43	02/09/2016		M	133	<u>(2)</u> 12/28/2017	Common Stock	133
Employee Stock Option (right to buy) Holding	\$ 106	02/09/2016		M	943	<u>(2)</u> 12/10/2019	Common Stock	943
Employee Stock Option (right to buy) Holding	\$ 112.15	02/09/2016		M	485	<u>(2)</u> 01/17/2022	Common Stock	485

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hill Scott A 5660 NEW NORTHSIDE DRIVE ATLANTA, GA 30328			Chief Financial Officer	

## Signatures

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

02/11/2016

\_\_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).

- The common stock number referred in Table I is an aggregate number and represents 19,674 shares of common stock and 6,937 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 performance based restricted stock units vest each year. The satisfaction of the performance target for the 2015 performance based restricted stock units and the one-time NYSE merger-related performance based restricted stock units, and the corresponding number of shares of common stock to be issued pursuant to these awards, will not be determined until February 2016 and February 2017, respectively, and will be reported at those times.
- (1)
  - (2) 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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