

Intercontinental Exchange, Inc.  
 Form 4  
 January 05, 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 \*  
**Mathison Dean S**

(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)  
**01/04/2016**

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 Accounting 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)
Common Stock	01/04/2016		F	174 <sup>(1)</sup> D	\$ 251.39	3,238 <sup>(2)</sup> D	D

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

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**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 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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**Reporting Owners**

Reporting Owner Name / Address	Relationships				Amount or Number of Shares
	Director	10% Owner	Officer	Other	
Mathison Dean S 5660 NEW NORTHSIDE DRIVE ATLANTA, GA 30328			Chief Accounting Officer		

**Signatures**

/s/Andrew J. Surdykowski, Attorney-in-fact 01/04/2016  
\_\_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).
- (1) Represents shares of common stock underlying vested restricted stock that are being withheld to satisfy payment of the Issuer's tax withholding obligation upon the vesting of the performance based restricted stock units. The share of performance based restricted stock units were granted to the filing person on January 11, 2013. The vesting of the shares of performance based restricted stock units was conditioned upon the achievement of certain 2013 earnings before interest, taxes, depreciation, and amortization ("EBITDA") performance versus pre-established targets. The restricted stock units vested over a three year period from 2014-2016. The third and final tranche of shares for this award has been issued.
- (2) The common stock number referred in Table I is an aggregate number and represents 1,749 shares of common stock and 795 unvested restricted stock units and 694 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.

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.