

Cairns Ann
Form 4
May 22, 2018

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 *
Cairns Ann

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)
05/18/2018

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

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 Ownership (Instr. 4)
Common Stock	05/18/2018		A	(A) or (D) Price 2,794 (1) A \$ 0	6,165	D	
Common Stock	05/21/2018		F	234 (2) D \$ 0	5,931 (3)	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 Transaction (Instr. 5)
				Code	V	(A)	(D)	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cairns Ann 5660 NEW NORTHSIDE DRIVE ATLANTA, GA 30328			X	

Signatures

/s/ Andrew J. Surdykowski,
 Attorney-in-fact
 **Signature of Reporting Person
 05/22/2018
 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 restricted stock units. This award of restricted stock units vests on the one-year anniversary of the award date and may be settled only by delivery of shares of the Issuer's common stock, par value \$0.01 per share. Of the 2,794 restricted stock units awarded, 2,445 were awarded as compensation for service on the Issuer's board and 349 were awarded as compensation for service on the board of Issuer's subsidiary, ICE Clear Europe Limited.
 - (2) Represents shares of common stock underlying vested restricted stock units that are being withheld to satisfy payment of the Issuer's tax withholding obligation.
 - (3) The common stock number referred in Table I is an aggregate number and represents 3,137 shares of common stock and 2,794 restricted stock units of the Issuer. The restricted stock units vest on the one-year anniversary of the grant date, which is May 18, 2019.

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.