Farley Thomas W Form 4 February 21, 2018

### FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16

Section 16

SECURITIES

SECURITIES

Expires: January 31, 2005

**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5

obligations

may continue.

Estimated average burden hours per response... 0.5

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

See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Farley Thomas W			uer Name <b>and</b> Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
			ontinental Exchange, Inc. [IC	E] (Check all applicable)			
(Last)	(First) (N	Middle) 3. Date	of Earliest Transaction				
			/Day/Year)	Director 10% OwnerX Officer (give title Other (specify below) President, NYSE Group			
5660 NEW	NORTHSIDE DI	RIVE 02/16	/2018				
	(Street)	4. If Ar	nendment, Date Original	6. Individual or Joint/Group Filing(Check			
		Filed(M	Ionth/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) Ta	ble I - Non-Derivative Securities	Acquired, Disposed of, or Beneficially Owned			
1.Title of	2. Transaction Date	e 2A. Deemed	3. 4. Securities Acquire	d 5. Amount of 6. Ownership 7. Nature of			
Security	(Month/Day/Year)	Execution Date, i	f Transaction(A) or Disposed of (	D) Securities Form: Direct Indirect			
(Instr. 3) any		•	Code (Instr. 3, 4 and 5)	Beneficially (D) or Beneficial			
		(Month/Day/Year	r) (Instr. 8)	Owned Indirect (I) Ownership			
				Following (Instr. 4) (Instr. 4)			
			(A)	Reported			
			or	Transaction(s) (Instr. 3 and 4)			
			Code V Amount (D) Pr	ce (msu. 3 and 4)			
Common Stock	02/16/2018		F $\frac{6,823}{(1)}$ D $\frac{\$}{71}$ .	74,775 <u>(2)</u> D			

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

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SEC 1474

(9-02)

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

#### Edgar Filing: Farley Thomas W - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(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	of	Number		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Farley Thomas W 5660 NEW NORTHSIDE DRIVE ATLANTA, GA 30328

President, NYSE Group

# **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 25,638 shares, 12,819 shares were issued on February 16, 2018, of which 6,823 shares were withheld to satisfy payment of the Issuer's tax withholding obligation. The remaining 12,819 shares are scheduled to be issued on February 16, 2019 and taxes for this issuance will be withheld and reported at the time of vesting.
  - The common stock number referred in Table I is an aggregate number and represents 41,541 shares of common stock and 33,234 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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