

INTERCONTINENTALEXCHANGE INC

Form 4

December 13, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Vice Charles A

2. Issuer Name **and** Ticker or Trading
Symbol

INTERCONTINENTALEXCHANGE
INC [ICE]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

12/11/2006

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

President & Chief Op. Officer

2100 RIVEREDGE
PARKWAY, SUITE 500

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

X Form filed by One Reporting Person

____ Form filed by More than One Reporting
Person

ATLANTA, GA 30328

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/11/2006		M	12,000	A \$ 8 48,500	D	
Common Stock	12/11/2006		S ⁽¹⁾	200	D \$ 112.68 48,300	D	
Common Stock	12/11/2006		S ⁽¹⁾	3,800	D \$ 112.56 44,500	D	
Common Stock	12/11/2006		S ⁽¹⁾	1,200	D \$ 112.52 43,300	D	
Common Stock	12/11/2006		S ⁽¹⁾	1,300	D \$ 112.42 42,000	D	

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Common Stock	12/11/2006	S ⁽¹⁾	1,500	D	\$ 112.4	40,500	D
Common Stock	12/11/2006	S ⁽¹⁾	800	D	\$ 111.39	39,700	D
Common Stock	12/11/2006	S ⁽¹⁾	3,200	D	\$ 111	36,500	D
Common Stock	12/12/2006	M	12,000	A	\$ 8	48,500	D
Common Stock	12/12/2006	S ⁽¹⁾	400	D	\$ 111	48,100	D
Common Stock	12/12/2006	S ⁽¹⁾	3,600	D	\$ 110.81	44,500	D
Common Stock	12/12/2006	S ⁽¹⁾	100	D	\$ 112.54	44,400	D
Common Stock	12/12/2006	S ⁽¹⁾	200	D	\$ 112.41	44,200	D
Common Stock	12/12/2006	S ⁽¹⁾	3,700	D	\$ 112.26	40,500	D
Common Stock	12/12/2006	S ⁽¹⁾	100	D	\$ 111.57	40,400	D
Common Stock	12/12/2006	S ⁽¹⁾	200	D	\$ 111.5	40,200	D
Common Stock	12/12/2006	S ⁽¹⁾	2,200	D	\$ 111.25	38,000	D
Common Stock	12/12/2006	S ⁽¹⁾	1,500	D	\$ 111.24	36,500	D
Common Stock	12/12/2006	M	1,762	A	\$ 4.2	38,262	D
Common Stock	12/12/2006	M	8,238	A	\$ 8	46,500	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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Employee Stock Option (right to buy)	\$ 4.2	12/12/2006	M		1,762	(2) 06/28/2010	Common Stock	1,762
Employee Stock Option (right to buy)	\$ 8	12/11/2006	M		12,000	(2) 12/11/2013	Common Stock	12,000
Employee Stock Option (right to buy)	\$ 8	12/12/2006	M		12,000	(2) 12/11/2013	Common Stock	12,000
Employee Stock Option (right to buy)	\$ 8	12/12/2006	M		8,238	(2) 12/11/2013	Common Stock	8,238

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vice Charles A 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328			President & Chief Op. Officer	

Signatures

/s/ Andrew J. Surdykowski,
Attorney-in-fact 12/13/2006

__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)

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The sales reported in this Form 4 were effected pursuant to a previously disclosed Rule 10b5-1 trading plan adopted by the reporting person on May 16, 2006.

(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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