

Spencer Richard V  
 Form 4  
 February 14, 2007

**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 \*  
 Spencer Richard V

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)  
 2100 RIVEREDGE  
 PARKWAY, SUITE 500  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/12/2007

\_\_\_\_ Director \_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_ Other (specify below)  
 CFO & Senior Vice President

ATLANTA, GA 30328

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

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Common Stock                    | 02/12/2007                           |  | M                              | 4,502 A \$ 8  | 77,075 <sup>(1)</sup>   | D  |  |
| Common Stock                    | 02/13/2007                           |  | S                              | 1,000 D \$ 148.38   | 76,075 <sup>(1)</sup>   | D  |  |
| Common Stock                    | 02/13/2007                           |  | S                              | 600 D \$ 148.26   | 75,475 <sup>(1)</sup>   | D  |  |
| Common Stock                    | 02/13/2007                           |  | S                              | 300 D \$ 148.2  | 75,175 <sup>(1)</sup>   | D  |  |
| Common Stock                    | 02/13/2007                           |  | S                              | 1,600 D \$ 148.3  | 73,575 <sup>(1)</sup>   | D  |  |

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|              |            |   |       |   |           |                       |   |
|--------------|------------|---|-------|---|-----------|-----------------------|---|
| Common Stock | 02/13/2007 | S | 900   | D | \$ 148.31 | 72,675 <sup>(1)</sup> | D |
| Common Stock | 02/13/2007 | S | 1,600 | D | \$ 148.34 | 71,075 <sup>(1)</sup> | D |
| Common Stock | 02/13/2007 | S | 1,100 | D | \$ 148.27 | 69,975 <sup>(1)</sup> | D |
| Common Stock | 02/13/2007 | S | 700   | D | \$ 148.32 | 69,275 <sup>(1)</sup> | D |
| Common Stock | 02/13/2007 | S | 1,200 | D | \$ 148.33 | 68,075 <sup>(1)</sup> | D |
| Common Stock | 02/13/2007 | S | 1,000 | D | \$ 148.39 | 67,075 <sup>(1)</sup> | D |
| Common Stock | 02/13/2007 | S | 1,400 | D | \$ 148.37 | 65,675 <sup>(1)</sup> | D |
| Common Stock | 02/13/2007 | S | 700   | D | \$ 148.29 | 64,975 <sup>(1)</sup> | D |
| Common Stock | 02/13/2007 | S | 400   | D | \$ 148.28 | 64,575 <sup>(1)</sup> | D |
| Common Stock | 02/13/2007 | S | 200   | D | \$ 148.23 | 64,375 <sup>(1)</sup> | D |
| Common Stock | 02/13/2007 | S | 800   | D | \$ 148.36 | 63,575 <sup>(1)</sup> | D |
| Common Stock | 02/13/2007 | S | 200   | D | \$ 148.35 | 63,375 <sup>(1)</sup> | D |
| Common Stock | 02/13/2007 | S | 1,000 | D | \$ 148.4  | 62,375 <sup>(1)</sup> | D |
| Common Stock | 02/13/2007 | S | 100   | D | \$ 148.41 | 62,275 <sup>(1)</sup> | D |
| Common Stock | 02/13/2007 | S | 500   | D | \$ 148.56 | 61,775 <sup>(1)</sup> | D |
| Common Stock | 02/13/2007 | S | 100   | D | \$ 148.55 | 61,675 <sup>(1)</sup> | D |
| Common Stock | 02/13/2007 | S | 200   | D | \$ 148.57 | 61,475 <sup>(1)</sup> | D |
| Common Stock | 02/13/2007 | S | 400   | D | \$ 148.46 | 61,075 <sup>(1)</sup> | D |
| Common Stock | 02/13/2007 | S | 700   | D | \$ 148.48 | 60,375 <sup>(1)</sup> | D |
| Common Stock | 02/13/2007 | S | 500   | D | \$ 148.47 | 59,875 <sup>(1)</sup> | D |
|              | 02/13/2007 | S | 300   | D |           | 59,575 <sup>(1)</sup> | D |

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|              |            |  |   |     |        |        |                       |   |
|--------------|------------|--|---|-----|--------|--------|-----------------------|---|
| Common Stock |            |  |   |     | \$     |        |                       |   |
|              |            |  |   |     | 148.45 |        |                       |   |
| Common Stock | 02/13/2007 |  | S | 400 | D      | \$     | 59,175 <sup>(1)</sup> | D |
|              |            |  |   |     |        | 148.42 |                       |   |
| Common Stock | 02/13/2007 |  | S | 100 | D      | \$     | 59,075 <sup>(1)</sup> | D |
|              |            |  |   |     |        | 148.43 |                       |   |

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

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(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 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 |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 8   | 02/12/2007                           |  | M                              | 4,502   | <sup>(2)</sup> 12/11/2013                                | Common Stock  | 4,502                         |                            |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                   |       |
|---|---------------|-----------|-----------------------------------|-------|
|   | Director      | 10% Owner | Officer                           | Other |
| Spencer Richard V<br>2100 RIVEREDGE PARKWAY<br>SUITE 500<br>ATLANTA, GA 30328 |               |           | CFO &<br>Senior Vice<br>President |       |

## Signatures

/s/ Andrew J. Surdkowski  
Attorney-in-fact

02/14/2007

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) As previously reported, the reporting person also indirectly beneficially owns 2,000 shares of Common Stock, which were purchased by the reporting person's children on November 21, 2005.
  - (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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