

INTERCONTINENTALEXCHANGE INC

Form 4

March 09, 2007

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 *
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)

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

03/07/2007

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

CFO & Senior Vice President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/07/2007		S ⁽¹⁾		666	D	\$ 138.1	57,135 ⁽²⁾	D
Common Stock	03/07/2007		S ⁽¹⁾		200	D	\$ 138.11	56,935 ⁽²⁾	D
Common Stock	03/07/2007		S ⁽¹⁾		200	D	\$ 138.09	56,735 ⁽²⁾	D
Common Stock	03/07/2007		S ⁽¹⁾		100	D	\$ 138.07	56,635 ⁽²⁾	D
Common Stock	03/07/2007		S ⁽¹⁾		100	D	\$ 138.06	56,535 ⁽²⁾	D

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Common Stock	03/07/2007	<u>S(1)</u>	300	D	\$ 138.05	56,235 <u>(2)</u>	D
Common Stock	03/07/2007	<u>S(1)</u>	300	D	\$ 138.04	55,935 <u>(2)</u>	D
Common Stock	03/07/2007	<u>S(1)</u>	100	D	\$ 138.08	55,835 <u>(2)</u>	D
Common Stock	03/07/2007	<u>S(1)</u>	700	D	\$ 138.02	55,135 <u>(2)</u>	D
Common Stock	03/07/2007	<u>S(1)</u>	466	D	\$ 136.02	54,669 <u>(2)</u>	D
Common Stock	03/07/2007	<u>S(1)</u>	100	D	\$ 135.32	54,569 <u>(2)</u>	D
Common Stock	03/07/2007	<u>S(1)</u>	300	D	\$ 135.31	54,269 <u>(2)</u>	D
Common Stock	03/07/2007	<u>S(1)</u>	500	D	\$ 135.3	53,769 <u>(2)</u>	D
Common Stock	03/07/2007	<u>S(1)</u>	100	D	\$ 135.37	53,669 <u>(2)</u>	D
Common Stock	03/07/2007	<u>S(1)</u>	1,000	D	\$ 135.27	52,669 <u>(2)</u>	D
Common Stock	03/07/2007	<u>S(1)</u>	100	D	\$ 135.25	52,569 <u>(2)</u>	D
Common Stock	03/07/2007	<u>S(1)</u>	100	D	\$ 135.22	52,469 <u>(2)</u>	D
Common Stock	03/07/2007	<u>S(1)</u>	1,368	D	\$ 130.13	51,101 <u>(2)</u>	D
Common Stock	03/07/2007	<u>S(1)</u>	100	D	\$ 130.11	51,001 <u>(2)</u>	D
Common Stock	03/07/2007	<u>S(1)</u>	700	D	\$ 130.1	50,301 <u>(2)</u>	D
Common Stock	03/07/2007	<u>S(1)</u>	200	D	\$ 130.14	50,101 <u>(2)</u>	D
Common Stock	03/07/2007	<u>S(1)</u>	100	D	\$ 130.08	50,001 <u>(2)</u>	D
Common Stock	03/07/2007	<u>S(1)</u>	200	D	\$ 130.07	49,801 <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)

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

/s/ Andrew J. Surdykowski,
Attorney-in-fact

03/09/2007

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

(2) 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.

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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