

INTERCONTINENTALEXCHANGE INC

Form 4

August 27, 2013

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 *
Sprecher Jeffrey C

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)
08/23/2013

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

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	08/23/2013		S				D	\$ 24,742 (1)	184.7592 (2)	1,028,599 (3)	I	CPEX
Common Stock	08/23/2013		S				D	\$ 15,258 (1)	185.2045 (4)	1,013,341 (3)	I	CPEX
Common Stock	08/23/2013		S				D	\$ 4,029 (5)	185.2812 (6)	20,544 (7)	I	By spouse
Common	08/23/2013		M				A	\$ 35.08		24,073 (7)	I	By

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Stock				<u>(5)</u>					spouse
Common Stock	08/23/2013		M	57 <u>(5)</u>	A	\$ 80.17	24,130 <u>(7)</u>	I	By spouse
Common Stock	08/23/2013		M	369 <u>(5)</u>	A	\$ 106	24,499 <u>(7)</u>	I	By spouse
Common Stock	08/23/2013		M	46 <u>(5)</u>	A	\$ 112.48	24,545 <u>(7)</u>	I	By spouse
Common Stock	08/23/2013		M	332 <u>(1)</u>	A	\$ 106	262,389	D	
Common Stock	08/23/2013		M	279 <u>(1)</u>	A	\$ 112.48	262,668	D	

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)	\$ 80.17	08/23/2013		M	57	<u>(8)</u> 12/16/2018	Common Stock	57	
Employee Stock Option (right to buy)	\$ 106	08/23/2013		M	332	<u>(8)</u> 12/10/2019	Common Stock	332	
Employee Stock Option	\$ 106	08/23/2013		M	369	<u>(8)</u> 12/10/2019	Common Stock	369	

(right to
buy)

Employee

Stock

Option	\$ 112.48	08/23/2013		M	279	<u>(8)</u>	01/11/2021	Common Stock	279
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(right to
buy)

Employee

Stock

Option	\$ 112.48	08/23/2013		M	46	<u>(8)</u>	01/11/2021	Common Stock	46
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(right to
buy)

Employee

Stock

Option	\$ 35.08	08/23/2013		M	3,529	<u>(8)</u>	12/28/2015	Common Stock	3,529
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(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sprecher Jeffrey C 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328	X		Chief Executive Officer	

Signatures

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

08/27/2013

__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 previously announced, pre-arranged trading plan established in accordance with Rule 10b5-1 of the Securities Act of 1934, as amended.

The price range for the aggregate amount sold by the direct holder is \$184.08 - \$185.07. The Issuer will upon request by the Staff of the U.S. Securities and Exchange Commission or a security holder of the Issuer provide the full information regarding the number of shares sold at each separate price.

(3) These shares are beneficially owned directly by Continental Power Exchange, Inc ("CPEX"). Mr. Sprecher beneficially owns 100% of the equity interest in CPEX directly. Additionally, as previously reported, the reporting person also owns shares directly and indirectly own shares that are beneficially owned directly by the reporting person's spouse for which the reporting person disclaims beneficial ownership.

The price range for the aggregate amount sold by the direct holder is \$185.08 - \$185.87. The Issuer will upon request by the Staff of the U.S. Securities and Exchange Commission or a security holder of the Issuer provide the full information regarding the number of shares sold at each separate price.

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- (5) The sales reported in this Form 4 were effected pursuant to a pre-arranged trading plan established in accordance with Rule 10b5-1 of the Securities Act of 1934, as amended.

- The price range for the aggregate amount sold by the direct holder is \$184.88 - \$185.67. The Issuer will upon request by the Staff of the
- (6) U.S. Securities and Exchange Commission or a security holder of the Issuer provide the full information regarding the number of shares sold at each separate price.

- As previously reported, the reporting person also indirectly owns 1,013,341 shares that are beneficially owned directly by Continental
- (7) Power Exchange, Inc. ("CPEX"). The reporting person beneficially owns 100% of the equity interest in CPEX. Additionally, as previously reported, the reporting person also beneficially owns shares directly.

- (8) 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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