

INTERCONTINENTALEXCHANGE INC

Form 4

August 17, 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 *
Reid Sir Robert

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)

08/15/2006

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

2100 RIVEREDGE
PARKWAY, SUITE 500

(Street)

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

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 08/15/2006 | | M | | 2,240 | A | \$ 8 | 6,625 | D |
| Common Stock | 08/15/2006 | | S ⁽¹⁾ | | 73 | D | \$ 60 | 6,552 | D |
| Common Stock | 08/15/2006 | | S ⁽¹⁾ | | 28 | D | \$ 60.21 | 6,524 | D |
| Common Stock | 08/15/2006 | | S ⁽¹⁾ | | 25 | D | \$ 60.25 | 6,499 | D |
| Common Stock | 08/15/2006 | | S ⁽¹⁾ | | 31 | D | \$ 60.27 | 6,468 | D |

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| | | | | | | | |
|--------------|------------|--------------|-----|---|----------|-------|---|
| Common Stock | 08/15/2006 | <u>S</u> (1) | 31 | D | \$ 60.28 | 6,437 | D |
| Common Stock | 08/15/2006 | <u>S</u> (1) | 13 | D | \$ 60.29 | 6,424 | D |
| Common Stock | 08/15/2006 | <u>S</u> (1) | 28 | D | \$ 60.31 | 6,396 | D |
| Common Stock | 08/15/2006 | <u>S</u> (1) | 13 | D | \$ 60.32 | 6,383 | D |
| Common Stock | 08/15/2006 | <u>S</u> (1) | 15 | D | \$ 60.33 | 6,368 | D |
| Common Stock | 08/15/2006 | <u>S</u> (1) | 116 | D | \$ 60.35 | 6,252 | D |
| Common Stock | 08/15/2006 | <u>S</u> (1) | 18 | D | \$ 60.38 | 6,234 | D |
| Common Stock | 08/15/2006 | <u>S</u> (1) | 36 | D | \$ 60.39 | 6,198 | D |
| Common Stock | 08/15/2006 | <u>S</u> (1) | 51 | D | \$ 60.4 | 6,147 | D |
| Common Stock | 08/15/2006 | <u>S</u> (1) | 79 | D | \$ 60.41 | 6,068 | D |
| Common Stock | 08/15/2006 | <u>S</u> (1) | 3 | D | \$ 60.43 | 6,065 | D |
| Common Stock | 08/15/2006 | <u>S</u> (1) | 35 | D | \$ 60.44 | 6,030 | D |
| Common Stock | 08/15/2006 | <u>S</u> (1) | 23 | D | \$ 60.45 | 6,007 | D |
| Common Stock | 08/15/2006 | <u>S</u> (1) | 3 | D | \$ 60.46 | 6,004 | D |
| Common Stock | 08/15/2006 | <u>S</u> (1) | 97 | D | \$ 60.47 | 5,907 | D |
| Common Stock | 08/15/2006 | <u>S</u> (1) | 18 | D | \$ 60.48 | 5,889 | D |
| Common Stock | 08/15/2006 | <u>S</u> (1) | 20 | D | \$ 60.49 | 5,869 | D |
| Common Stock | 08/15/2006 | <u>S</u> (1) | 61 | D | \$ 60.5 | 5,808 | D |
| Common Stock | 08/15/2006 | <u>S</u> (1) | 36 | D | \$ 60.51 | 5,772 | D |
| Common Stock | 08/15/2006 | <u>S</u> (1) | 58 | D | \$ 60.52 | 5,714 | D |
| | 08/15/2006 | <u>S</u> (1) | 56 | D | | 5,658 | D |

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| | | | | | | | | |
|--------------|------------|------------------|----|---|--|----------|-------|---|
| Common Stock | | | | | | \$ 60.53 | | |
| Common Stock | 08/15/2006 | S ⁽¹⁾ | 71 | D | | \$ 60.54 | 5,587 | D |
| Common Stock | 08/15/2006 | S ⁽¹⁾ | 36 | D | | \$ 60.55 | 5,551 | D |
| Common Stock | 08/15/2006 | S ⁽¹⁾ | 51 | D | | \$ 60.56 | 5,500 | D |
| Common Stock | 08/15/2006 | S ⁽¹⁾ | 36 | D | | \$ 60.57 | 5,464 | 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 (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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 8 | 08/15/2006 | | M | 2,240 | ⁽²⁾ 01/05/2015 | Common Stock | 2,240 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Reid Sir Robert 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328 | X |

Signatures

/s/ Andrew J. Surdykowski,
Attorney-In-Fact

08/17/2006

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 30, 2006.
 - (2) These options are fully vested.

Remarks:

This is the first of two Forms 4 being filed by the reporting person as of the date of this Form 4.

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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