

INTERCONTINENTALEXCHANGE INC

Form 4

August 17, 2006

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 *
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)

2100 RIVEREDGE
PARKWAY, SUITE 500

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2006

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
President & Chief Op. Officer

ATLANTA, GA 30328

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

(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		S ⁽¹⁾		100	D	\$ 60.61
Common Stock	08/15/2006		S ⁽¹⁾		100	D	\$ 60.57
Common Stock	08/15/2006		S ⁽¹⁾		100	D	\$ 60.62
Common Stock	08/15/2006		S ⁽¹⁾		100	D	\$ 60.84
Common Stock	08/15/2006		S ⁽¹⁾		100	D	\$ 60.33

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Common Stock	08/15/2006	<u>S⁽¹⁾</u>	100	D	\$ 60.53	41,050	D
Common Stock	08/15/2006	<u>S⁽¹⁾</u>	100	D	\$ 60.77	40,950	D
Common Stock	08/15/2006	<u>S⁽¹⁾</u>	100	D	\$ 60.65	40,850	D
Common Stock	08/15/2006	<u>S⁽¹⁾</u>	100	D	\$ 60.75	40,750	D
Common Stock	08/15/2006	<u>S⁽¹⁾</u>	100	D	\$ 60.69	40,650	D
Common Stock	08/15/2006	<u>S⁽¹⁾</u>	300	D	\$ 60.55	40,350	D
Common Stock	08/15/2006	<u>S⁽¹⁾</u>	200	D	\$ 60.6	40,150	D
Common Stock	08/15/2006	<u>S⁽¹⁾</u>	200	D	\$ 60.61	39,950	D
Common Stock	08/15/2006	<u>S⁽¹⁾</u>	100	D	\$ 60.26	39,850	D
Common Stock	08/15/2006	<u>S⁽¹⁾</u>	100	D	\$ 60.43	39,750	D
Common Stock	08/15/2006	<u>S⁽¹⁾</u>	100	D	\$ 60.51	39,650	D
Common Stock	08/15/2006	<u>S⁽¹⁾</u>	100	D	\$ 60.72	39,550	D
Common Stock	08/15/2006	<u>S⁽¹⁾</u>	100	D	\$ 60.63	39,450	D
Common Stock	08/15/2006	<u>S⁽¹⁾</u>	100	D	\$ 60.73	39,350	D
Common Stock	08/15/2006	<u>S⁽¹⁾</u>	100	D	\$ 60.84	39,250	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Derivative
Security

Securities
Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

(Instr. 3 and 4)

Own
Follo
Repo
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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

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 previously disclosed Rule 10b5-1 trading plan adopted by the reporting person on May 16, 2006.

Remarks:

This is the second of two Forms 4 being filed by the reporting person on 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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