Reid Sir Robert Form 4 September 19, 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

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Last)

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Reid Sir Robert

Symbol

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

INTERCONTINENTALEXCHANGE INC [ICE]

(Middle)

3. Date of Earliest Transaction

_X__ Director 10% Owner

(Month/Day/Year)

09/15/2006

Other (specify Officer (give title

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

ATLANTA, GA 30328

,							Person		
(City)	(State) (Z	Zip) Table	I - Non-Do	erivative s	Securi	ities Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	ecution Date, if Transaction(A) or Disposed of (D Code (Instr. 3, 4 and 5)		d of (D)	Owned Indirect (I) C Following (Instr. 4) (
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	09/15/2006		M	2,240	A	\$8	6,625	D	
Common Stock	09/15/2006		S <u>(1)</u>	902	D	\$ 67.5	5,723	D	
Common Stock	09/15/2006		S <u>(1)</u>	28	D	\$ 67.75	5,695	D	
Common Stock	09/15/2006		S(1)	35	D	\$ 67.9	5,660	D	
Common Stock	09/15/2006		S <u>(1)</u>	308	D	\$ 68	5,352	D	

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Common Stock	09/15/2006	S <u>(1)</u>	79	D	\$ 68.03	5,273	D
Common Stock	09/15/2006	S <u>(1)</u>	49	D	\$ 68.2	5,224	D
Common Stock	09/15/2006	S <u>(1)</u>	147	D	\$ 68.35	5,077	D
Common Stock	09/15/2006	S <u>(1)</u>	63	D	\$ 68.68	5,014	D
Common Stock	09/15/2006	S <u>(1)</u>	63	D	\$ 68.69	4,951	D
Common Stock	09/15/2006	S <u>(1)</u>	21	D	\$ 68.77	4,930	D
Common Stock	09/15/2006	S <u>(1)</u>	28	D	\$ 68.8	4,902	D
Common Stock	09/15/2006	S <u>(1)</u>	28	D	\$ 68.85	4,874	D
Common Stock	09/15/2006	S <u>(1)</u>	21	D	\$ 68.86	4,853	D
Common Stock	09/15/2006	S <u>(1)</u>	118	D	\$ 68.87	4,735	D
Common Stock	09/15/2006	S <u>(1)</u>	49	D	\$ 68.88	4,686	D
Common Stock	09/15/2006	S <u>(1)</u>	56	D	\$ 68.9	4,630	D
Common Stock	09/15/2006	S <u>(1)</u>	63	D	\$ 68.95	4,567	D
Common Stock	09/15/2006	S <u>(1)</u>	49	D	\$ 69.05	4,518	D
Common Stock	09/15/2006	S <u>(1)</u>	70	D	\$ 69.08	4,448	D
Common Stock	09/15/2006	S <u>(1)</u>	63	D	\$ 69.2	4,385	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of 2. Derivative Conversio or Exercise (Instr. 3) Price of Derivative Security		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transact Code (Instr. 8)	5. Numicon Deri Securit Acquire (A) or Dispose (D) (Instr. 3 and 5)	vative ries red	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 8	09/15/2006		M	2	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, 09/19/2006 Attorney-In-Fact **Signature of Reporting Person

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).

Date

- (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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3