

INTERCONTINENTALEXCHANGE INC

Form 4

October 18, 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 \*  
Peniket David J

2. Issuer Name **and** Ticker or Trading  
Symbol

5. Relationship of Reporting Person(s) to  
Issuer

INTERCONTINENTALEXCHANGE  
INC [ICE]

(Check all applicable)

(Last) (First) (Middle)

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

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
President & COO of ICE Futures

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	10/16/2006		M		2,500	A \$ 8	6,500 <sup>(1)</sup> D
Common Stock	10/16/2006		S <sup>(2)</sup>		83	D \$ 81.35	6,417 <sup>(1)</sup> D
Common Stock	10/16/2006		S <sup>(2)</sup>		16	D \$ 81.47	6,401 <sup>(1)</sup> D
Common Stock	10/16/2006		S <sup>(2)</sup>		99	D \$ 81.5	6,302 <sup>(1)</sup> D
Common Stock	10/16/2006		S <sup>(2)</sup>		49	D \$ 81.54	6,253 <sup>(1)</sup> D

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Common Stock	10/16/2006	<u>S</u> (2)	66	D	\$ 81.61	6,187 <u>(1)</u>	D
Common Stock	10/16/2006	<u>S</u> (2)	33	D	\$ 81.63	6,154 <u>(1)</u>	D
Common Stock	10/16/2006	<u>S</u> (2)	67	D	\$ 81.72	6,087 <u>(1)</u>	D
Common Stock	10/16/2006	<u>S</u> (2)	165	D	\$ 81.84	5,922 <u>(1)</u>	D
Common Stock	10/16/2006	<u>S</u> (2)	16	D	\$ 81.91	5,906 <u>(1)</u>	D
Common Stock	10/16/2006	<u>S</u> (2)	132	D	\$ 81.97	5,774 <u>(1)</u>	D
Common Stock	10/16/2006	<u>S</u> (2)	66	D	\$ 81.98	5,708 <u>(1)</u>	D
Common Stock	10/16/2006	<u>S</u> (2)	149	D	\$ 81.99	5,559 <u>(1)</u>	D
Common Stock	10/16/2006	<u>S</u> (2)	49	D	\$ 82	5,510 <u>(1)</u>	D
Common Stock	10/16/2006	<u>S</u> (2)	165	D	\$ 82.01	5,345 <u>(1)</u>	D
Common Stock	10/16/2006	<u>S</u> (2)	198	D	\$ 82.03	5,147 <u>(1)</u>	D
Common Stock	10/16/2006	<u>S</u> (2)	165	D	\$ 82.04	4,982 <u>(1)</u>	D
Common Stock	10/16/2006	<u>S</u> (2)	16	D	\$ 82.07	4,966 <u>(1)</u>	D
Common Stock	10/16/2006	<u>S</u> (2)	49	D	\$ 82.09	4,917 <u>(1)</u>	D
Common Stock	10/16/2006	<u>S</u> (2)	99	D	\$ 82.1	4,818 <u>(1)</u>	D
Common Stock	10/16/2006	<u>S</u> (2)	150	D	\$ 82.14	4,668 <u>(1)</u>	D
Common Stock	10/16/2006	<u>S</u> (2)	66	D	\$ 82.17	4,602 <u>(1)</u>	D
Common Stock	10/16/2006	<u>S</u> (2)	99	D	\$ 82.24	4,503 <u>(1)</u>	D
Common Stock	10/16/2006	<u>S</u> (2)	99	D	\$ 82.26	4,404 <u>(1)</u>	D
Common Stock	10/16/2006	<u>S</u> (2)	99	D	\$ 82.3	4,305 <u>(1)</u>	D
	10/16/2006	<u>S</u> (2)	99	D		4,206 <u>(1)</u>	D

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Common Stock					\$ 82.34		
Common Stock	10/16/2006	S <sup>(2)</sup>	99	D	\$ 82.35	4,107 <sup>(1)</sup>	D
Common Stock	10/16/2006	S <sup>(2)</sup>	107	D	\$ 82.36	4,000 <sup>(1)</sup>	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
Employee Stock Option (right to buy)	\$ 8	10/16/2006		M	2,500	<sup>(3)</sup> 10/11/2014	Common Stock	2,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Peniket David J 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328			President & COO of ICE Futures	

## Signatures

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

10/18/2006

\_\_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) As previously reported, the reporting person also indirectly beneficially owns 400 shares of Common Stock, which were purchased by the reporting person's spouse on November 21, 2005.
- (2) 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.
- (3) 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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