

INTERCONTINENTALEXCHANGE INC

Form 4

December 13, 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

OMB  
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2005  
Estimated average  
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response... 0.5

(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)

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

12/11/2006

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

President &amp; Chief Op. Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/11/2006		M	12,000	A \$ 8 48,500	D	
Common Stock	12/11/2006		S <sup>(1)</sup>	200	D \$ 112.68 48,300	D	
Common Stock	12/11/2006		S <sup>(1)</sup>	3,800	D \$ 112.56 44,500	D	
Common Stock	12/11/2006		S <sup>(1)</sup>	1,200	D \$ 112.52 43,300	D	
Common Stock	12/11/2006		S <sup>(1)</sup>	1,300	D \$ 112.42 42,000	D	

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Common Stock	12/11/2006	S <sup>(1)</sup>	1,500	D	\$ 112.4	40,500	D
Common Stock	12/11/2006	S <sup>(1)</sup>	800	D	\$ 111.39	39,700	D
Common Stock	12/11/2006	S <sup>(1)</sup>	3,200	D	\$ 111	36,500	D
Common Stock	12/12/2006	M	12,000	A	\$ 8	48,500	D
Common Stock	12/12/2006	S <sup>(1)</sup>	400	D	\$ 111	48,100	D
Common Stock	12/12/2006	S <sup>(1)</sup>	3,600	D	\$ 110.81	44,500	D
Common Stock	12/12/2006	S <sup>(1)</sup>	100	D	\$ 112.54	44,400	D
Common Stock	12/12/2006	S <sup>(1)</sup>	200	D	\$ 112.41	44,200	D
Common Stock	12/12/2006	S <sup>(1)</sup>	3,700	D	\$ 112.26	40,500	D
Common Stock	12/12/2006	S <sup>(1)</sup>	100	D	\$ 111.57	40,400	D
Common Stock	12/12/2006	S <sup>(1)</sup>	200	D	\$ 111.5	40,200	D
Common Stock	12/12/2006	S <sup>(1)</sup>	2,200	D	\$ 111.25	38,000	D
Common Stock	12/12/2006	S <sup>(1)</sup>	1,500	D	\$ 111.24	36,500	D
Common Stock	12/12/2006	M	1,762	A	\$ 4.2	38,262	D
Common Stock	12/12/2006	M	8,238	A	\$ 8	46,500	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 Securities Acquired (A)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Employee Stock Option (right to buy)	\$ 4.2	12/12/2006	M		1,762	(2) 06/28/2010	Common Stock	1,762
Employee Stock Option (right to buy)	\$ 8	12/11/2006	M		12,000	(2) 12/11/2013	Common Stock	12,000
Employee Stock Option (right to buy)	\$ 8	12/12/2006	M		12,000	(2) 12/11/2013	Common Stock	12,000
Employee Stock Option (right to buy)	\$ 8	12/12/2006	M		8,238	(2) 12/11/2013	Common Stock	8,238

## 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 12/13/2006

\_\_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)

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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.

(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.

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