

Sprecher Jeffrey C
Form 4
December 19, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Sprecher Jeffrey C

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)
12/15/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

ATLANTA, GA 30328

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

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 12/15/2006 | | S ⁽¹⁾ | 551 | D | \$ 105.8 | 77,132 ⁽²⁾ D |
| Common Stock | 12/15/2006 | | S ⁽¹⁾ | 550 | D | \$ 105.89 | 76,582 ⁽²⁾ D |
| Common Stock | 12/15/2006 | | S ⁽¹⁾ | 1,055 | D | \$ 105.9 | 75,527 ⁽²⁾ D |
| Common Stock | 12/15/2006 | | S ⁽¹⁾ | 1,055 | D | \$ 105.91 | 74,472 ⁽²⁾ D |
| Common Stock | 12/15/2006 | | S ⁽¹⁾ | 2,203 | D | \$ 105.92 | 72,269 ⁽²⁾ D |

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| | | | | | | | |
|--------------|------------|-------------|-------|---|-----------|-------------------|---|
| Common Stock | 12/15/2006 | <u>S(1)</u> | 1,147 | D | \$ 105.93 | 71,122 <u>(2)</u> | D |
| Common Stock | 12/15/2006 | <u>S(1)</u> | 459 | D | \$ 105.94 | 70,663 <u>(2)</u> | D |
| Common Stock | 12/15/2006 | <u>S(1)</u> | 46 | D | \$ 105.95 | 70,617 <u>(2)</u> | D |
| Common Stock | 12/15/2006 | <u>S(1)</u> | 275 | D | \$ 105.99 | 70,342 <u>(2)</u> | D |
| Common Stock | 12/15/2006 | <u>S(1)</u> | 195 | D | \$ 106 | 70,147 <u>(2)</u> | D |
| Common Stock | 12/15/2006 | <u>S(1)</u> | 92 | D | \$ 106.01 | 70,055 <u>(2)</u> | D |
| Common Stock | 12/15/2006 | <u>S(1)</u> | 1,377 | D | \$ 106.02 | 68,678 <u>(2)</u> | D |
| Common Stock | 12/15/2006 | <u>S(1)</u> | 92 | D | \$ 106.03 | 68,586 <u>(2)</u> | D |
| Common Stock | 12/15/2006 | <u>S(1)</u> | 46 | D | \$ 106.04 | 68,540 <u>(2)</u> | D |
| Common Stock | 12/15/2006 | <u>S(1)</u> | 46 | D | \$ 106.05 | 68,494 <u>(2)</u> | D |
| Common Stock | 12/15/2006 | <u>S(1)</u> | 138 | D | \$ 106.21 | 68,356 <u>(2)</u> | D |
| Common Stock | 12/15/2006 | <u>S(1)</u> | 1,376 | D | \$ 106.22 | 66,980 <u>(2)</u> | D |
| Common Stock | 12/15/2006 | <u>S(1)</u> | 734 | D | \$ 106.25 | 66,246 <u>(2)</u> | D |
| Common Stock | 12/15/2006 | <u>S(1)</u> | 459 | D | \$ 106.26 | 65,787 <u>(2)</u> | D |
| Common Stock | 12/15/2006 | <u>S(1)</u> | 551 | D | \$ 106.43 | 65,236 <u>(2)</u> | D |
| Common Stock | 12/15/2006 | <u>S(1)</u> | 46 | D | \$ 106.44 | 65,190 <u>(2)</u> | D |
| Common Stock | 12/15/2006 | <u>S(1)</u> | 138 | D | \$ 106.46 | 65,052 <u>(2)</u> | D |
| Common Stock | 12/15/2006 | <u>S(1)</u> | 46 | D | \$ 106.48 | 65,006 <u>(2)</u> | D |
| Common Stock | 12/15/2006 | <u>S(1)</u> | 734 | D | \$ 106.51 | 64,272 <u>(2)</u> | D |
| Common Stock | 12/15/2006 | <u>S(1)</u> | 964 | D | \$ 106.52 | 63,308 <u>(2)</u> | D |
| | 12/15/2006 | <u>S(1)</u> | 608 | D | | 62,700 <u>(2)</u> | D |

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Common Stock \$ 106.54

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

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sprecher Jeffrey C 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328 | X | | Chief Executive Officer | |

Signatures

/s/ Andrew J. Surdykowski, Attorney-in-fact 12/19/2006

**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.
- (2) As previously reported, the reporting person also indirectly owns shares that are beneficially owned directly by Continental Power Exchange, Inc. ("CPEX"). Prior to the reported transactions, the reporting person beneficially owned 98.5% of the equity interest in

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CPEX directly and held an irrevocable proxy to vote the remaining 1.5%. As a result of the reported transactions filed on Forms 4 dated December 19, 2006, the reporting person has acquired 100% of the equity interest in CPEX. Additionally, as previously reported, the reporting person also indirectly owns shares that are beneficially owned directly by the reporting person's spouse for which the reporting person disclaims beneficial ownership.

Remarks:

This is the second of five 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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