

Peniket David J
Form 4
March 31, 2010

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)

2100 RIVEREDGE
PARKWAY, SUITE 500

03/29/2010

Pres.& COO of ICE Futures Eur.

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

ATLANTA, GA 30328

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/29/2010		M		31,144	A	\$ 8	44,736 ⁽¹⁾	D
Common Stock	03/29/2010		M		34,500	A	\$ 12	79,236 ⁽¹⁾	D
Common Stock	03/29/2010		S ⁽²⁾		23,000	D	\$ 111.2 ⁽³⁾	56,236 ⁽¹⁾	D
Common Stock	03/29/2010		S ⁽²⁾		15,797	D	\$ 111.57 ⁽⁴⁾	40,439 ⁽¹⁾	D

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 8	03/29/2010		M		12,651		<u>(5)</u>	12/11/2013	Common Stock	12,651
Employee Stock Option (right to buy)	\$ 12	03/29/2010		M		34,500		<u>(5)</u>	12/16/2012	Common Stock	34,500
Employee Stock Option (right to buy)	\$ 8	03/29/2010		M		18,493		<u>(5)</u>	10/11/2014	Common Stock	18,493

Reporting Owners

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

Signatures

/s/ Andrew J. Surdykowski,
Attorney-in-fact

03/31/2010

__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 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 pre-arranged trading plan established in accordance with Rule 10b5-1 of the Securities Act of 1934, as amended.

The price range for the aggregate amount sold by the direct holder is \$110.84 - \$111.41. The Issuer will upon request by the Staff of the
(3) U.S. Securities and Exchange Commission or a security holder of the Issuer provide the full information regarding the number of shares sold at each separate price.
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The price range for the aggregate amount sold by the direct holder is \$111.42 - \$111.92. The Issuer will upon request by the Staff of the
(4) U.S. Securities and Exchange Commission or a security holder of the Issuer provide the full information regarding the number of shares sold at each separate price.
- (5) 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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