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INTERCONTINENTALEXCHANGE INC

Form 4

August 17, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5 Relationship of Reporting Person(s) to

January 31, 2005

Estimated average burden hours per

response... 0.5

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

2 Issuar Nama and Tielear or Trading

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Spencer Richard V Sy			2. Issuer Name and Ticker or Trading Symbol INTERCONTINENTALEXCHANGE INC [ICE]				S. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
			of Earliest Transaction Day/Year) 2006				Director 10% Owner _X_ Officer (give title Other (specify below) CFO & Senior Vice President		
PARKWAY	Y, SUITE 500							Jennor Vice Files	raciit
A TOY A NITT A	endment, Date Original onth/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	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	porumg
(City)	(State)	(Zip) Tal	ole I - Non-I	Derivative :	Securi	ities Acqu	iired, Disposed of	f, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			4. Securit or(A) or Di (Instr. 3,	sposed 4 and : (A) or	of (D) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	08/15/2006		Code V M	Amount 6,000	(D)	Price \$ 8	29,349 (1)	D	
Common Stock	08/15/2006		S(2)	4,000	D	\$ 60	25,349 (1)	D	
Common Stock	08/15/2006		S(2)	100	D	\$ 60.33	25,249 (1)	D	
Common Stock	08/15/2006		S(2)	200	D	\$ 60.53	25,049 (1)	D	
Common Stock	08/15/2006		S(2)	100	D	\$ 60.78	24,949 (1)	D	

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Common Stock	08/15/2006	S(2)	100	D	\$ 60.68	24,849 (1)	D
Common Stock	08/15/2006	S(2)	100	D	\$ 60.75	24,749 (1)	D
Common Stock	08/15/2006	S(2)	100	D	\$ 60.69	24,649 (1)	D
Common Stock	08/15/2006	S(2)	300	D	\$ 60.55	24,349 (1)	D
Common Stock	08/15/2006	S(2)	100	D	\$ 60.6	24,249 (1)	D
Common Stock	08/15/2006	S(2)	200	D	\$ 60.61	24,049 (1)	D
Common Stock	08/15/2006	S(2)	100	D	\$ 60.26	23,949 (1)	D
Common Stock	08/15/2006	S(2)	100	D	\$ 60.44	23,849 (1)	D
Common Stock	08/15/2006	S(2)	200	D	\$ 60.73	23,649 (1)	D
Common Stock	08/15/2006	S(2)	100	D	\$ 60.63	23,549 (1)	D
Common Stock	08/15/2006	S(2)	100	D	\$ 60.62	23,449 (1)	D
Common Stock	08/15/2006	S(2)	100	D	\$ 60.84	23,349 (1)	D
Common Stock	08/17/2006	M	25,000	A	\$8	48,349 (1)	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)

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 onDerivative 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)		Title

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					Date Exercisable	Expiration Date		Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 8	08/15/2006	M	6,000	(3)	12/11/2013	Common Stock	6,000
Employee Stock Option (right to buy)	\$ 8	08/17/2006	M	25,000	(3)	12/11/2013	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Spencer Richard V 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328			CFO & Senior Vice President				

Signatures

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

**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 2,000 shares of Common Stock, which were purchased by the reporting person's children on November 21, 2005.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 17, 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. 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.

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