

Goone David S
Form 4
April 11, 2007

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Goone David S

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)
04/10/2007

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Senior VP,Business Development

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	04/10/2007		S		200	D	\$ 130.51	33,806	D
Common Stock	04/10/2007		S		125	D	\$ 130.48	33,681	D
Common Stock	04/10/2007		S		200	D	\$ 130.47	33,481	D
Common Stock	04/10/2007		S		600	D	\$ 130.46	32,881	D
Common Stock	04/10/2007		S		200	D	\$ 130.45	32,681	D

Edgar Filing: Goone David S - Form 4

Common Stock	04/10/2007	S	700	D	\$ 130.44	31,981	D
Common Stock	04/10/2007	S	300	D	\$ 130.43	31,681	D
Common Stock	04/10/2007	S	400	D	\$ 130.42	31,281	D
Common Stock	04/10/2007	S	100	D	\$ 130.41	31,181	D
Common Stock	04/10/2007	S	100	D	\$ 130.4	31,081	D
Common Stock	04/10/2007	S	100	D	\$ 130.39	30,981	D
Common Stock	04/10/2007	S	500	D	\$ 130.38	30,481	D
Common Stock	04/10/2007	S	100	D	\$ 130.37	30,381	D
Common Stock	04/10/2007	S	100	D	\$ 130.36	30,281	D
Common Stock	04/10/2007	S	200	D	\$ 130.35	30,081	D
Common Stock	04/10/2007	M	<u>3,632</u> ⁽¹⁾	A	\$ 0	33,713	D
Common Stock	04/10/2007	F	<u>1,433</u> ⁽²⁾	D	\$ 127.95	32,280	D
Common Stock	04/10/2007	S	90	D	\$ 130.428	32,190	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 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. D S (1
---	---	---	---	---	---	--	---	--------------------

Edgar Filing: Goone David S - Form 4

					Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)					
Restricted Stock Unit Awards	(3)	04/10/2007	M	3,632	(4)	10/11/2014	Common Stock	3,632

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goone David S 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328			Senior VP,Business Development	

Signatures

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

04/11/2007

__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) Represents 3632 shares of Common Stock, par value \$0.01 per share (the "Common Stock"), delivered pursuant to 3632 vested restricted stock units.
- (2) Represents shares of common stock underlying vested restricted stock units that are being withheld to satisfy payment of the Issuer's tax withholding obligation.
- (3) One for one
- (4) These restricted stock units are fully vested.

Remarks:

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

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.