Marcial Edwin D Form 4 February 15, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

Check this box

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Marcial Edwin D Issuer Symbol

> INTERCONTINENTALEXCHANGE (Check all applicable) INC [ICE]

(Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner _X__ Officer (give title _ _ Other (specify (Month/Day/Year) below) below) 02/14/2008

2100 RIVEREDGE PARKWAY, SUITE 500

> (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line) Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

ATLANTA, GA 30328

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative	Secur	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	02/14/2008		A	9,232 (1)	A	\$ 0	61,607	D	
Common Stock	02/14/2008		F	1,307 (2)	D	\$ 133.39	60,300	D	
Common Stock	02/15/2008		S(3)	2,000	D	\$ 130.44	58,300	D	
Common Stock	02/15/2008		S(3)	1,066	D	\$ 130.57	57,234	D	
Common Stock	02/15/2008		S(3)	3,000	D	\$ 130.66	54,234	D	

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Chief Technology Officer & SVP

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burden hours per

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Common Stock	02/15/2008	S(3)	768	D	\$ 130.71	53,466	D
Common Stock	02/15/2008	S(3)	800	D	\$ 130.75	52,666	D
Common Stock	02/15/2008	S(3)	334	D	\$ 130.83	52,332	D
Common Stock	02/15/2008	S(3)	803	D	\$ 131.36	51,529	D
Common Stock	02/15/2008	S(3)	200	D	\$ 131.46	51,329	D
Common Stock	02/15/2008	S(3)	108	D	\$ 131.63	51,221	D
Common Stock	02/15/2008	S(3)	1,500	D	\$ 133.01	49,721	D
Common Stock	02/15/2008	S(3)	800	D	\$ 130.43	48,921	D
Common Stock	02/15/2008	S(3)	200	D	\$ 130.45	48,721	D
Common Stock	02/15/2008	S(3)	1,100	D	\$ 130.66	47,621	D
Common Stock	02/15/2008	S(3)	500	D	\$ 130.98	47,121	D
Common Stock	02/15/2008	S(3)	100	D	\$ 131.04	47,021	D
Common Stock	02/15/2008	S(3)	300	D	\$ 131.05	46,721	D
Common Stock	02/15/2008	S(3)	100	D	\$ 131.18	46,621	D
Common Stock	02/15/2008	S(3)	200	D	\$ 131.25	46,421	D
Common Stock	02/15/2008	S(3)	100	D	\$ 131.44	46,321	D
Common Stock	02/15/2008	S(3)	100	D	\$ 131.67	46,221	D
Common Stock	02/15/2008	S(3)	1,500	D	\$ 133.01	44,721	D
Common Stock	02/15/2008	S(3)	661	D	\$ 131.04	44,060	D

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumbe		Expiration Date		Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amaunt		
						Date	Expiration				
						Exercisable	Date				
				Code V	(A) (D)						
				Code V	4, and 5)		•	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Marcial Edwin D 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328

Chief Technology Officer & SVP

Signatures

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

02/15/2008

Date

**Signature of Reporting Person

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).

Represents shares of performance based restricted stock units granted to the filing person on December 22, 2006. The vesting of the

depreciation, and amortization ("EBITDA") performance versus pre-established targets. The restricted stock units vests over three years (1) (1/3 on February 14, 2008; 1/3 on January 1, 2009; and 1/3 on January 1, 2010). Of the 9,232 shares of common stock, 3,077 shares were issued on February 14, 2008, of which 1,307 shares were withheld to satisfy payment of the Issuer's tax withholding obligation. The remaining 6,155 shares are scheduled to be issued on the two remaining vesting dates and taxes for these future issuances will be withheld at the time the shares are issued.

shares of performance based restricted stock units was conditioned upon the achievement of certain 2007 earnings before interest, taxes,

- (2) Represents shares of common stock underlying vested restricted stock that are being withheld to satisfy payment of the Issuer's tax withholding obligation.
- (3) 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.

Reporting Owners 3

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