

Marcial Edwin D
 Form 4
 February 15, 2008

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 *
 Marcial Edwin D

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)
 02/14/2008

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Technology Officer & SVP

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/14/2008		A	9,232 (1)	\$ 0	D	
Common Stock	02/14/2008		F	1,307 (2)	\$ 133.39	D	
Common Stock	02/15/2008		S(3)	2,000	\$ 130.44	D	
Common Stock	02/15/2008		S(3)	1,066	\$ 130.57	D	
Common Stock	02/15/2008		S(3)	3,000	\$ 130.66	D	

Edgar Filing: Marcial Edwin D - Form 4

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

SEC 1474
(9-02)

Edgar Filing: Marcial Edwin D - 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. 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.