

INTERCONTINENTALEXCHANGE INC  
 Form 4  
 December 13, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
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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 \*  
 Vice Charles A

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)  
 12/11/2006

\_\_\_\_ Director \_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_ Other (specify below)  
 President & Chief Op. Officer

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 Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	12/11/2006		M			12,000	A \$ 8	48,500	D	
Common Stock	12/11/2006		S <sup>(1)</sup>			200	D \$ 112.68	48,300	D	
Common Stock	12/11/2006		S <sup>(1)</sup>			3,800	D \$ 112.56	44,500	D	
Common Stock	12/11/2006		S <sup>(1)</sup>			1,200	D \$ 112.52	43,300	D	
Common Stock	12/11/2006		S <sup>(1)</sup>			1,300	D \$ 112.42	42,000	D	

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Common Stock	12/11/2006	S <sup>(1)</sup>	1,500	D	\$ 112.4	40,500	D
Common Stock	12/11/2006	S <sup>(1)</sup>	800	D	\$ 111.39	39,700	D
Common Stock	12/11/2006	S <sup>(1)</sup>	3,200	D	\$ 111	36,500	D
Common Stock	12/12/2006	M	12,000	A	\$ 8	48,500	D
Common Stock	12/12/2006	S <sup>(1)</sup>	400	D	\$ 111	48,100	D
Common Stock	12/12/2006	S <sup>(1)</sup>	3,600	D	\$ 110.81	44,500	D
Common Stock	12/12/2006	S <sup>(1)</sup>	100	D	\$ 112.54	44,400	D
Common Stock	12/12/2006	S <sup>(1)</sup>	200	D	\$ 112.41	44,200	D
Common Stock	12/12/2006	S <sup>(1)</sup>	3,700	D	\$ 112.26	40,500	D
Common Stock	12/12/2006	S <sup>(1)</sup>	100	D	\$ 111.57	40,400	D
Common Stock	12/12/2006	S <sup>(1)</sup>	200	D	\$ 111.5	40,200	D
Common Stock	12/12/2006	S <sup>(1)</sup>	2,200	D	\$ 111.25	38,000	D
Common Stock	12/12/2006	S <sup>(1)</sup>	1,500	D	\$ 111.24	36,500	D
Common Stock	12/12/2006	M	1,762	A	\$ 4.2	38,262	D
Common Stock	12/12/2006	M	8,238	A	\$ 8	46,500	D

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security	Code	or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
		V	(A)				
Employee Stock Option (right to buy) \$ 4.2 12/12/2006	M		1,762	(2)	06/28/2010	Common Stock	1,762
Employee Stock Option (right to buy) \$ 8 12/11/2006	M		12,000	(2)	12/11/2013	Common Stock	12,000
Employee Stock Option (right to buy) \$ 8 12/12/2006	M		12,000	(2)	12/11/2013	Common Stock	12,000
Employee Stock Option (right to buy) \$ 8 12/12/2006	M		8,238	(2)	12/11/2013	Common Stock	8,238

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vice Charles A 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328			President & Chief Op. Officer	

## Signatures

/s/ Andrew J. Surdykowski, 12/13/2006  
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)

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The sales reported in this Form 4 were effected pursuant to a previously disclosed Rule 10b5-1 trading plan adopted by the reporting person on May 16, 2006.

(2) 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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