

INTERCONTINENTALEXCHANGE INC
 Form 4
 June 12, 2008

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 *
 Schoenhut Frederick W

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

3. Date of Earliest Transaction (Month/Day/Year)
 06/10/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
 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) Code V Amount (D) Price | | | |
| Common Stock | 06/10/2008 | | S ⁽¹⁾ | 100 D \$ 126.77 | 24,961 ⁽²⁾ | D | |
| Common Stock | 06/10/2008 | | S ⁽¹⁾ | 50 D \$ 126.78 | 24,911 ⁽²⁾ | D | |
| Common Stock | 06/10/2008 | | S ⁽¹⁾ | 90 D \$ 126.99 | 24,821 ⁽²⁾ | D | |
| Common Stock | 06/10/2008 | | S ⁽¹⁾ | 300 D \$ 127 | 24,521 ⁽²⁾ | D | |
| Common Stock | 06/10/2008 | | S ⁽¹⁾ | 50 D \$ 127.01 | 24,471 ⁽²⁾ | D | |

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| | | | | | | | | |
|--------------|------------|-------------|-----|---|-----------|-------------------|---|----------------------------|
| Common Stock | 06/10/2008 | <u>S(1)</u> | 100 | D | \$ 127.1 | 24,371 <u>(2)</u> | D | |
| Common Stock | 06/10/2008 | <u>S(1)</u> | 100 | D | \$ 127.25 | 24,271 <u>(2)</u> | D | |
| Common Stock | 06/10/2008 | <u>S(1)</u> | 50 | D | \$ 126.77 | 11,809 <u>(2)</u> | I | Copia Trading Company Ltd. |
| Common Stock | 06/10/2008 | <u>S(1)</u> | 25 | D | \$ 126.78 | 11,784 <u>(2)</u> | I | Copia Trading Company Ltd. |
| Common Stock | 06/10/2008 | <u>S(1)</u> | 45 | D | \$ 126.99 | 11,739 <u>(2)</u> | I | Copia Trading Company Ltd. |
| Common Stock | 06/10/2008 | <u>S(1)</u> | 150 | D | \$ 127 | 11,589 <u>(2)</u> | I | Copia Trading Company Ltd. |
| Common Stock | 06/10/2008 | <u>S(1)</u> | 25 | D | \$ 127.01 | 11,564 <u>(2)</u> | I | Copia Trading Company Ltd. |
| Common Stock | 06/10/2008 | <u>S(1)</u> | 50 | D | \$ 127.1 | 11,514 <u>(2)</u> | I | Copia Trading Company Ltd. |
| Common Stock | 06/10/2008 | <u>S(1)</u> | 50 | D | \$ 127.25 | 11,464 <u>(2)</u> | I | Copia Trading Company Ltd. |
| Common Stock | 06/10/2008 | <u>S(1)</u> | 50 | D | \$ 126.77 | 14,972 <u>(2)</u> | I | By Spouse |
| Common Stock | 06/10/2008 | <u>S(1)</u> | 25 | D | \$ 126.78 | 14,947 <u>(2)</u> | I | By Spouse |
| Common Stock | 06/10/2008 | <u>S(1)</u> | 45 | D | \$ 126.99 | 14,902 <u>(2)</u> | I | By Spouse |
| Common Stock | 06/10/2008 | <u>S(1)</u> | 150 | D | \$ 127 | 14,752 <u>(2)</u> | I | By Spouse |
| Common Stock | 06/10/2008 | <u>S(1)</u> | 25 | D | \$ 127.01 | 14,727 <u>(2)</u> | I | By Spouse |
| Common Stock | 06/10/2008 | <u>S(1)</u> | 50 | D | \$ 127.1 | 14,677 <u>(2)</u> | I | By Spouse |

Common Stock 06/10/2008 S⁽¹⁾ 50 D \$ 127.25 14,627 ⁽²⁾ I By Spouse

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 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Schoenhut Frederick W 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328 | X | | | |

Signatures

Andrew J. Surdykowski, Attorney-in-fact 06/12/2008

**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) 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.
- (2) The reporting person owns shares of common stock directly and owns shares of common stock indirectly through his spouse and Copia Trading Company Ltd.

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