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INTERCONTINENTALEXCHANGE INC

Form 4 June 23, 2008

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
Estimated average

Form 4 or Form 5 obligations may continue.

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

SECURITIES

response... 0.5

burden hours per

See Instruction 1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Add Sprecher Jeffr	*	ing Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			INTERCONTINENTALEXCHANGE INC [ICE]	(Check all applicable)		
(Last)	(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)		_X_ Director 10% Owner _X_ Officer (give title Other (specify			
2100 RIVERI PARKWAY,	REDGE 06/19/2008	below) below) Chief Executive Officer				
,	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
ATLANTA, GA 30328				Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	06/19/2008		S(1)	6,075	D	\$ 132.44	1,986,903 (2)	I	CPEX	
Common Stock	06/19/2008		S <u>(1)</u>	1,528	D	\$ 132.45	1,985,375 (2)	I	CPEX	
Common Stock	06/19/2008		S <u>(1)</u>	1,925	D	\$ 132.46	1,983,450 (2)	I	CPEX	
Common Stock	06/19/2008		S <u>(1)</u>	1,112	D	\$ 132.47	1,982,338 (2)	I	CPEX	
Common Stock	06/19/2008		S <u>(1)</u>	1,707	D	\$ 132.48	1,980,631 (2)	I	CPEX	

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Common Stock	06/19/2008	S <u>(1)</u>	6,527	D	\$ 132.49	1,974,104 (2)	I	CPEX
Common Stock	06/19/2008	S <u>(1)</u>	4,114	D	\$ 132.5	1,969,990 (2)	I	CPEX
Common Stock	06/19/2008	S(1)	1,343	D	\$ 132.51	1,968,647 (2)	I	CPEX
Common Stock	06/19/2008	S <u>(1)</u>	1,678	D	\$ 132.52	1,966,969 (2)	I	CPEX
Common Stock	06/19/2008	S <u>(1)</u>	830	D	\$ 132.53	1,966,139 (2)	I	CPEX
Common Stock	06/19/2008	S <u>(1)</u>	1,954	D	\$ 132.54	1,964,185 (2)	I	CPEX
Common Stock	06/19/2008	S <u>(1)</u>	1,105	D	\$ 132.55	1,963,080 (2)	I	CPEX
Common Stock	06/19/2008	S <u>(1)</u>	85	D	\$ 132.57	1,962,995 (2)	I	CPEX
Common Stock	06/19/2008	S <u>(1)</u>	170	D	\$ 132.57	1,962,825 (2)	I	CPEX
Common Stock	06/19/2008	S <u>(1)</u>	807	D	\$ 132.58	1,962,018 (2)	I	CPEX
Common Stock	06/19/2008	S <u>(1)</u>	170	D	\$ 132.59	1,961,848 (2)	I	CPEX
Common Stock	06/19/2008	S <u>(1)</u>	85	D	\$ 132.6	1,961,763 (2)	I	CPEX
Common Stock	06/19/2008	S <u>(1)</u>	1,359	D	\$ 132.61	1,960,404 (2)	I	CPEX
Common Stock	06/19/2008	S <u>(1)</u>	632	D	\$ 132.62	1,959,772 (2)	I	CPEX
Common Stock	06/19/2008	S <u>(1)</u>	170	D	\$ 132.63	1,959,602 (2)	I	CPEX
Common Stock	06/19/2008	S <u>(1)</u>	85	D	\$ 132.64	1,959,517 (2)	I	CPEX
Common Stock	06/19/2008	S <u>(1)</u>	169	D	\$ 132.65	1,959,348 (2)	I	CPEX
Common Stock	06/19/2008	S <u>(1)</u>	170	D	\$ 132.67	1,959,178 (2)	I	CPEX
Common Stock	06/20/2008	S <u>(1)</u>	6,200	D	\$ 133	1,952,978 (2)	I	CPEX

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 (9-02)

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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	Transacti	orNumber	Expiration D	ate	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	Date				
				Code V	(A) (D)						
				Code V	4, and 5)		•	Title	Amount or Number of Shares		

Relationships

Chief Executive Officer

Reporting Owners

Departing Owner Name / Addres

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
Sprecher Jeffrey C				
2100 DIVEDEDGE DARKWAY				

2100 RIVEREDGE PARKWAY SUITE 500

ATLANTA, GA 30328

Signatures

/s/ Andrew J. Surdykowski, 06/23/2008 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).
- 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.
 - These shares are beneficially owned directly by CPEX. Mr. Sprecher beneficially owns 100% of the equity interest in CPEX directly.
- (2) Additionally, as previously reported, the reporting person also indirectly owns shares that are beneficially owned directly by the reporting person's spouse for which the reporting person disclaims beneficial ownership.

Remarks:

This is the second of two Forms 4 being filed by the reporting person as of the date of this form.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 3

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