Edgar Filing: INTERCONTINENTALEXCHANGE INC - Form 4

INTERCONTINENTALEXCHANGE INC

Form 4

September 03, 2008

Check this box

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

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

may continue. See Instruction

1(b).

Hirani Sunil G.

(Last)

(City)

Common

Stock

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading

(Middle)

(Zip)

Symbol

INTERCONTINENTALEXCHANGE

Issuer

INC [ICE]

3. Date of Earliest Transaction

(Month/Day/Year) 08/29/2008

10% Owner Director

5. Relationship of Reporting Person(s) to

(Check all applicable)

CEO Creditex Group Inc

_X__ Officer (give title Other (specify below) below)

2100 RIVEREDGE PARKWAY, SUITE 500

(First)

(State)

08/29/2008

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

D

Person

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

ATLANTA, GA 30328

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

Code (Month/Day/Year) (Instr. 8)

3.

4. Securities Acquired Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(A) or

(Instr. 3 and 4) Price

Code V (D) Amount

A 156,869 Α (1) 156,869

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 4.19	08/29/2008		A(2)	25,504	(3)	12/04/2012	Common Stock	25,504
Employee Stock Option (right to buy)	\$ 8.37	08/29/2008		A(2)	12,750	(3)	12/04/2012	Common Stock	12,750
Employee Stock Option (right to buy)	\$ 18.83	08/29/2008		A(2)	84,209	<u>(4)</u>	11/08/2015	Common Stock	84,209
Employee Stock Option (right to buy)	\$ 33.88	08/29/2008		A(2)	19,126	<u>(5)</u>	02/02/2017	Common Stock	19,126
Employee Stock Option (right to buy)	\$ 45.84	08/29/2008		A(2)	27,495	<u>(6)</u>	11/30/2017	Common Stock	27,495
Employee Stock Option (right to buy)	\$ 45.84	08/29/2008		A(2)	31,261	<u>(7)</u>	12/11/2017	Common Stock	31,261
Employee Stock Option (right to buy)	\$ 18.83	08/29/2008		A(2)	126,314	(3)	11/08/2015	Common Stock	126,31

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hirani Sunil G. 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328

CEO Creditex Group Inc

Signatures

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

09/03/2008

**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).

Represents shares of common stock of the Issuer received by the reporting person in connection with the exchange of shares of Creditex Group, Inc., a Delaware corporation ("Creditex"), pursuant to an Agreement and Plan of Merger between the Issuer, Creditex and Columbia Merger Corporation, formerly a wholly-owned subsidiary of ICE ("MergerCo"). Pursuant to the Agreement and Plan of

- (1) Merger, MergerCo was merged with and into Creditex, with Creditex being the surviving corporation. As a result of the merger, Creditex became a wholly-owned subsidiary of the Issuer. The acquisition of these securities was approved by the Issuer's board of directors in compliance with Rule 16b-3.
 - Represents Issuer stock options received by the reporting person in connection with the exchange of stock options for common stock of Creditex, pursuant to an Agreement and Plan of Merger between the Issuer, Creditex and MergerCo. Pursuant to the Agreement and Plan
- (2) of Merger, MergerCo was merged with and into Creditex, with Creditex being the surviving corporation. As a result of the merger, Creditex became a wholly-owned subsidiary of the Issuer. The acquisition of these securities was approved by the Issuer's board of directors in compliance with Rule 16b-3.
- (3) These options are fully vested.
- (4) Vesting occurs quarterly over four years. The first vesting occurred on August 1, 2005.
- (5) These options vest in accordance with the following schedule: 25% of the options vested on January 1, 2008 and the remaining 75% of the options vest in 12.5% installments semi-annually over three years.
- (6) These options vest in accordance with the following schedule: 25% of the options will vest on November 30, 2008 and the remaining 75% of the options vest in 12.5% installments semi-annually over three years.
- (7) These options vest in accordance with the following schedule: 25% of the options will vest on December 31, 2008 and the remaining 75% of the options vest in 12.5% installments semi-annually over three years.

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.

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