TESE VINCENT Form 4 May 11, 2009

FORM 4

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

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

response...

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

See Instruction

1(b).

Stock

Stock

Common

05/08/2009

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **TESE VINCENT** Issuer Symbol INTERCONTINENTALEXCHANGE (Check all applicable) INC [ICE] (Last) (First) (Middle) 3. Date of Earliest Transaction _ Director 10% Owner Other (specify Officer (give title (Month/Day/Year) below) below) 2100 RIVEREDGE 05/07/2009 PARKWAY, SUITE 500 (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 Form filed by More than One Reporting ATLANTA, GA 30328 Person (City) (State) (Zip)

1. Title of 2. Transaction Date 2A. Deemed 6. Ownership 7. Nature of 3. 4. Securities Acquired 5. Amount of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount Price (D) Common 05/07/2009 S D 2,000 32,445 D 95.14 Stock Common 05/07/2009 S 2,000 30,445 D D

8,542

Α

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

M

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38,987

D

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

95.11

\$8

(9-02)

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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)

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. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	erivative Expiration Date urities (Month/Day/Year) uired or oosed of r. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		3 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 8	05/08/2009		M	8,542	<u>(1)</u>	01/05/2015	Common Stock	8,000	

Reporting Owners

Reporting Owner Name / Address	Relationships					
<u>.</u> 9	Director	10% Owner	Officer	Other		
TESE VINCENT 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328	X					

Signatures

/s/ Andrew J. Surdykowski,
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) 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. 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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