

Peniket David J  
Form 4  
December 30, 2005

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Peniket David J

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)  
INTERNATIONAL HOUSE, 1 ST.  
KATHARINE'S WAY C/O ICE  
FUTURES

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/28/2005

\_\_\_\_ Director \_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_ Other (specify below)  
PRESIDENT & COO OF ICE FUTURES

(Street)  
LONDON, UK E1W1UY

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

**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)
				(A) or (D) Price			
Common Stock	12/28/2005		A	4,000 (1)	\$ 0 4,000 (2)	D	

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 required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

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

## Edgar Filing: Peniket David J - Form 4

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	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 35.08	12/28/2005		A	11,500	(3) 12/28/2015	Common Stock 11,500

## Reporting Owners

### Relationships

#### Reporting Owner Name / Address

Director      10% Owner      Officer      Other

Peniket David J  
INTERNATIONAL HOUSE  
1 ST. KATHARINE'S WAY C/O ICE  
FUTURES  
LONDON, UK E1W1UY

PRESIDENT & COO OF ICE  
FUTURES

## Signatures

/s/ ANDREW J. SURDYKOWSKI,  
ATTORNEY-IN-FACT

12/29/2005

        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) Represents shares of restricted stock. This award of restricted stock vests in accordance with the following schedule: 25% of the restricted stock award vests on December 28, 2006, and 75% of the restricted stock award vests in equal monthly installments between January 28, 2007 and December 28, 2009.

(2) As previously reported, the reporting person also indirectly owns 400 shares of Common Stock, which were purchased by the reporting person's spouse on November 21, 2005.

(3) These options vest in accordance with the following schedule: 25% of the options vest on December 28, 2006, and 75% of the options vest in equal monthly installments between January 28, 2007 and December 28, 2009.

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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