

Spencer Richard V
 Form 4
 January 05, 2007

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 *
 Spencer Richard V

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/03/2007

____ Director ____ 10% Owner
 Officer (give title below) ____ Other (specify below)
 CFO & Senior Vice President

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	01/03/2007		A		29,296 ⁽¹⁾ \$ 0	D	
Common Stock	01/03/2007		F		11,572 ⁽³⁾ \$ 115.72	D	
Common Stock	01/04/2007		M		6,000 \$ 8	D	
Common Stock	01/04/2007		S ⁽⁴⁾		2,000 \$ 117.57	D	
Common Stock	01/04/2007		S ⁽⁴⁾		500 \$ 117.75	D	

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Common Stock	01/04/2007	S ⁽⁴⁾	1,100	D	\$ 117.56	80,973 ⁽²⁾	D
Common Stock	01/04/2007	S ⁽⁴⁾	400	D	\$ 117.81	80,573 ⁽²⁾	D
Common Stock	01/04/2007	S ⁽⁴⁾	300	D	\$ 115	80,273 ⁽²⁾	D
Common Stock	01/04/2007	S ⁽⁴⁾	500	D	\$ 114.8	79,773 ⁽²⁾	D
Common Stock	01/04/2007	S ⁽⁴⁾	700	D	\$ 114.76	79,073 ⁽²⁾	D
Common Stock	01/04/2007	S ⁽⁴⁾	500	D	\$ 115.08	78,573 ⁽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.

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit Awards	<u>(5)</u>	01/03/2007		M	29,296	<u>(6)</u> 10/11/2014	Common Stock	29,296	
Employee Stock Option (right to buy)	\$ 8	01/04/2007		M	6,000	<u>(7)</u> 12/11/2013	Common Stock	6,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Spencer Richard V
2100 RIVEREDGE PARKWAY
SUITE 500
ATLANTA, GA 30328

CFO &
Senior Vice
President

Signatures

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

01/05/2007

__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 29,296 shares of Common Stock, par value \$0.01 per share (the "Common Stock"), delivered pursuant to 29,296 vested restricted stock units.
- (2) As previously reported, the reporting person also indirectly beneficially owns 2,000 shares of Common Stock, which were purchased by the reporting person's children on November 21, 2005.
- (3) Represents shares of Common Stock underlying vested restricted stock units that are being withheld to satisfy payment of the Issuer's tax withholding obligation.
- (4) The sales reported in this Form 4 were effected pursuant to a previously disclosed Rule 10b5-1 trading plan adopted by the reporting person on May 17, 2006.
- (5) One-for-one.
- (6) These restricted stock units are fully vested.
- (7) 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.