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INTERCONTINENTALEXCHANGE INC

Form 4

November 16, 2006

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. *See* Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

Sprecher Jeffrey C

1. Name and Address of Reporting Person *

Sprecher Jeffrey C			Symbol INTERCONTINENTALEXCHANGE INC [ICE]					(Check all applicable)			
(Last)	(First)	(Middle)		e of Earliest Transaction n/Day/Year)				_X_ Director 10% Owner _X_ Officer (give title Other (specify			
2100 RIVER PARKWAY		11/15/2006				below) below) Chief Executive Officer					
	(Street)			ndment, Da	_	1		6. Individual or Joint/Group Filing(Check			
ATLANTA,	Filed(Mon	nth/Day/Year)				Applicable Line) _X_ 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)	any		emed on Date, if /Day/Year)	3. Transacti Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	11/15/2006			S <u>(1)</u>	1,028	D	\$ 93.99	2,077,525 (2)	I	See footnote 1.	
Common Stock	11/15/2006			S <u>(1)</u>	162	D	\$ 94.08	2,077,363 (2)	I	See footnote 1.	
Common Stock	11/15/2006			S <u>(1)</u>	1,894	D	\$ 94.14	2,075,469 (2)	I	See footnote 1.	
Common Stock	11/15/2006			S <u>(1)</u>	920	D	\$ 94.15	2,074,549 (2)	I	See footnote 1.	
Common Stock	11/15/2006			S <u>(1)</u>	596	D	\$ 94.16	2,073,953 (2)	I	See footnote 1.	

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Common Stock	11/15/2006	S <u>(1)</u>	1,190	D	\$ 94.21	2,072,763 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	703	D	\$ 94.27	2,072,060 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	108	D	\$ 94.28	2,071,952 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	270	D	\$ 94.33	2,071,682 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	433	D	\$ 94.35	2,071,249 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	54	D	\$ 94.41	2,071,195 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	595	D	\$ 94.45	2,070,600 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	1,623	D	\$ 94.47	2,068,977 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	487	D	\$ 94.5	2,068,490 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	54	D	\$ 94.54	2,068,436 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	812	D	\$ 94.55	2,067,624 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	54	D	\$ 94.56	2,067,570 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	758	D	\$ 94.74	2,066,812 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	271	D	\$ 94.76	2,066,541 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	596	D	\$ 94.77	2,065,945 (2)	I	See footnote 1.

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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Securities	(Instr. 5)	Bene

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Derivative Securities (Instr. 3 and 4) Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date or Number of

Own

Follo

Repo

Trans

(Insti

Shares

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sprecher Jeffrey C 2100 RIVEREDGE PARKWAY SUITE 500

X Chief Executive Officer

ATLANTA, GA 30328

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).

Represents shares held by Continental Power Exchange, Inc. ("CPEX"). Prior to this disposition, Mr. Sprecher beneficially owned 97.0% of the equity interest in CPEX and holds an irrevocable proxy to vote the remaining 3.0%. CPEX will use the proceeds of this disposition to purchase an additional 1.5% of the membership interests in CPEX not held by Mr. Sprecher. Following this purchase and a future

- (1) purchase as specified in a Rule 10b5-1 trading plan and a Redemption Agreement between Mr. Sprecher and the other shareholders of CPEX, Mr. Sprecher will beneficially own 100% of the equity interest in CPEX. Mr. Sprecher will not receive any of the proceeds from this disposition other than for the payment of his taxes related to such disposition by CPEX. The sale of these shares was effected pursuant to a Rule 10b5-1 trading plan adopted by CPEX on May 16, 2006.
- 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. The reporting person also owns shares directly.

Remarks:

This is the fourth of five Forms 4 being filed by the reporting person as of the date of this Form 4.

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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