

INTERCONTINENTALEXCHANGE INC  
 Form 4  
 December 06, 2006

**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 \*  
 Spencer Richard V  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
 INTERCONTINENTALEXCHANGE INC [ICE]

3. Date of Earliest Transaction  
 12/05/2006  
 (Month/Day/Year)

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CFO & Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

2100 RIVEREDGE PARKWAY, SUITE 500  
 (Street)  
 ATLANTA, GA 30328  
 (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)
				(A) or (D)	Price		
Common Stock	12/05/2006		M	6,000	A \$ 8	66,849 <sup>(1)</sup>	D
Common Stock	12/05/2006		S <sup>(2)</sup>	200	D \$ 103.33	66,649 <sup>(1)</sup>	D
Common Stock	12/05/2006		S <sup>(2)</sup>	400	D \$ 103.3	66,249 <sup>(1)</sup>	D
Common Stock	12/05/2006		S <sup>(2)</sup>	1,400	D \$ 103.2	64,849 <sup>(1)</sup>	D
Common Stock	12/05/2006		S <sup>(2)</sup>	2,000	D \$ 101.95	62,849 <sup>(1)</sup>	D

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Common Stock	12/05/2006	S <sup>(2)</sup>	1,200	D	\$ 105.4	61,649 <sup>(1)</sup>	D
Common Stock	12/05/2006	S <sup>(2)</sup>	100	D	\$ 105.39	61,549 <sup>(1)</sup>	D
Common Stock	12/05/2006	S <sup>(2)</sup>	600	D	\$ 105.15	60,949 <sup>(1)</sup>	D
Common Stock	12/05/2006	S <sup>(2)</sup>	100	D	\$ 105.07	60,849 <sup>(1)</sup>	D

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

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(9-02)

**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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 8	12/05/2006		M	6,000	<sup>(3)</sup> 12/11/2013	Common Stock	6,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spencer Richard V 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328			CFO & Senior Vice President	

## Signatures

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

12/06/2006

\_\_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) 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.
- (2) 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.
- (3) 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.

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