

Vice Charles A
Form 4
January 03, 2008

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 *
Vice Charles A

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)
01/02/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & Chief Op. Officer

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 01/02/2008 | | M | | | 6,000 | A | \$ 8 | 37,250 | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | | | 2,000 | D | \$ 184.94 | 35,250 | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | | | 600 | D | \$ 185.95 | 34,650 | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | | | 100 | D | \$ 185.77 | 34,550 | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | | | 1,200 | D | \$ 185.74 | 33,350 | D | |

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| | | | | | | | |
|--------------|------------|------------------|---------------|---|-----------|--------|---|
| Common Stock | 01/02/2008 | S ⁽¹⁾ | 100 | D | \$ 185.75 | 33,250 | D |
| Common Stock | 01/02/2008 | S ⁽¹⁾ | 85 | D | \$ 192.6 | 33,165 | D |
| Common Stock | 01/02/2008 | S ⁽¹⁾ | 1,365 | D | \$ 192.09 | 31,800 | D |
| Common Stock | 01/02/2008 | S ⁽¹⁾ | 550 | D | \$ 191.62 | 31,250 | D |
| Common Stock | 01/02/2008 | A | 11,719 (2) | A | \$ 0 | 42,969 | D |
| Common Stock | 01/02/2008 | F | 4,436 (3) | D | \$ 185.5 | 38,533 | 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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(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 | 01/02/2008 | | M | 6,000 | (4) 12/11/2013 | Common Stock | 6,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |
| | President & Chief Op. Officer |

Vice Charles A
2100 RIVEREDGE PARKWAY
SUITE 500
ATLANTA, GA 30328

Signatures

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

01/03/2008

__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) The sales reported in this Form 4 were effected pursuant to a pre-arranged trading plan established in accordance with Rule 10b5-1 of the Securities Act of 1934, as amended.
- (2) Represents shares of restricted stock issued to the filing person under the IntercontinentalExchange, Inc. 2004 Restricted Stock Plan.
- (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) 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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