

Vice Charles A
Form 4
November 22, 2005

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Vice Charles A

2. Issuer Name **and** Ticker or Trading
Symbol

5. Relationship of Reporting Person(s) to
Issuer

INTERCONTINENTALEXCHANGE
INC [ICE]

(Check all applicable)

(Last) (First) (Middle)

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

____ Director ____ 10% Owner
__X__ Officer (give ____ Other (specify
title below) below)

PRESIDENT & CHIEF OP. OFFICER

2100 RIVEREDGE PARKWAY,
SUITE 500, C/O
INTERCONTINENTALEXCHANGE,
INC.

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Ownership (Instr. 4)
Common Stock	11/21/2005		P	(A) or (D) Amount 2,500 (1) (2) (3)	\$ 26 11,250 (1) (2)	D	

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

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SEC 1474
(9-02)

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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)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)
Option (right to buy)	(4)	11/21/2005		D	142,222	(5) (6)	Class A Common Stock, Series 2	142,222

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Vice Charles A
2100 RIVEREDGE PARKWAY, SUITE 500
C/O INTERCONTINENTALEXCHANGE,
INC.
ATLANTA, GA 30328

PRESIDENT & CHIEF OP.
OFFICER

Signatures

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

11/22/2005

**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) Effective November 21, 2005, immediately prior to the closing date of the Issuer's initial public offering ("IPO") of its common stock, par value \$.01 per share (the "Common Stock"), the Issuer amended its certificate of incorporation to effect a plan of recapitalization (the "Plan"), which, among other things, (i) created the Common Stock as a new class of stock, (ii) effected a 1-for-4 reverse stock split of the Issuer's outstanding shares of Class A common stock, Series 1 ("A1 Shares") and Class A common stock, Series 2 ("A2 Shares" and, together with the A1 Shares, the "Class A Shares"), and (iii) granted the holders of the Class A Shares a right to convert their Class A Shares on a one-for-one basis into shares of Common Stock at the holder's option. (continued in footnote 2)

(2) As part of the Plan, (i) the A2 Shares convertible into the shares of Common Stock proposed to be sold in the IPO were automatically converted into Common Stock immediately prior to the closing of the IPO, (ii) the A1 Shares may be converted at any time at the option of the holder, subject to such terms and conditions as may be adopted by the Issuer's board of directors, following the date that is 90 days after the closing date of the IPO and (iii) the remaining A2 Shares may be converted at any time at the option of the holder, subject to such terms and conditions as may be adopted by the Issuer's board of directors, following the date that is 180 days after the closing date of the IPO. The shares reported herein are stated after giving effect to the 1-for-4 reverse stock split. The Plan has been structured to meet the requirements of Rule 16b-7.

(3) On November 21, 2005, Mr. Vice purchased 2,500 shares of Common Stock from the Issuer at a purchase price of \$26 per share.

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(4) 1-for-1.

Mr. Vice and Continental Power Exchange, Inc. ("CPEX") mutually agreed to cancel Mr. Vice's options to buy 142,222 A2 Shares held by CPEX under the Continental Power Exchange, Inc. Stock Option Plan, effective upon the consummation of the closing of the Issuer's IPO on November 21, 2005. As part of this agreement, Mr. Vice will receive a payment of approximately \$2,000,000 in consideration for the cancellation.

(6) N/A.

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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