Vice Charles A Form 4 December 30, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Vice Charles A

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

Symbol

5. Relationship of Reporting Person(s) to Issuer

INTERCONTINENTALEXCHANGE

INC [ICE]

(Last) (First) (Middle)

(Month/Day/Year) 12/28/2005

Director X_ Officer (give

10% Owner Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

(Check all applicable)

PRESIDENT & CHIEF OP. OFFICER

below)

Applicable Line)

title below)

X Form filed by One Reporting Person Form filed by More than One Reporting

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 2A. Deemed (Month/Day/Year) Execution Date, if

any

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Reported Transaction(s) (Instr. 3 and 4)

Price

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Employee Stock Option (right to buy)	\$ 4.2	12/28/2005		M		25,000	<u>(1)</u>	06/28/2010	Class A Common Stock, Series 2	25,0
Class A Common Stock, Series 2	(3)	12/28/2005		M	25,000 (2)		(2)	<u>(4)</u>	Common Stock	25,0

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

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

PRESIDENT & CHIEF OP. OFFICER

ATLANTA, GA 30328

Signatures

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

12/29/2005

**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) These options are fully vested.
- The Class A Common Stock, Series 2, is convertible into Common Stock, \$0.01 par value per share, on a one-for-one basis, at any time at (2) 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 Issuer's initial public offering.
- (3) One-for-one.
- (4) N/A.
- (5) In addition to these 33,750 derivative securities, as previously reported, Mr. Vice beneficially owns 2,500 shares of Common Stock 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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