

INTERCONTINENTALEXCHANGE INC
 Form 4
 January 02, 2008

FORM 4

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

OMB APPROVAL

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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 *
 Sprecher Jeffrey C

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)
 12/28/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive 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 Indirect Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	01/02/2008		G ⁽¹⁾	1,070 D \$ 0	139,177 ⁽²⁾	D	
Common Stock	12/28/2007		F ⁽³⁾	558 ⁽³⁾ D \$ 189.43	46,305 ⁽⁴⁾	I	By spouse

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

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Represents shares of common stock underlying vested restricted stock units that are being withheld to satisfy payment of the Issuer's tax withholding obligation. The restricted stock units were granted on December 28, 2005 and 25% of the restricted stock units vest on each of December 28, 2006, December 28, 2007, December 28, 2008 and December 28, 2009.

- As previously reported, the reporting person also indirectly owns shares that are beneficially owned directly by Continental Power Exchange, Inc. ("CPEX"). The reporting person beneficially owns 100% of the equity interest in CPEX, which holds 2,032,978 shares of IntercontinentalExchange, Inc. common stock. Additionally, as previously reported, the reporting person also beneficially owns shares directly.
- (4) These options vest in accordance with the following schedule: 33.33% of the options vest on December 28, 2008, and the remaining 66.67% of the options vest in equal monthly installments between January 28, 2009 and December 28, 2010.
 - (5) The reporting person disclaims beneficial ownership of these securities.

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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