

INTERCONTINENTALEXCHANGE INC

Form 4

January 22, 2008

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 *
Marcial Edwin D

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)

01/18/2008

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

Chief Technology Officer & SVP

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

ATLANTA, GA 30328

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	01/18/2008		S ⁽¹⁾		604	D	\$ 134.8	67,394	D
Common Stock	01/18/2008		S ⁽¹⁾		199	D	\$ 134.32	67,195	D
Common Stock	01/18/2008		S ⁽¹⁾		201	D	\$ 134.35	66,994	D
Common Stock	01/18/2008		S ⁽¹⁾		500	D	\$ 134.52	66,494	D
Common Stock	01/18/2008		S ⁽¹⁾		200	D	\$ 134.65	66,294	D

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Common Stock	01/18/2008	<u>S(1)</u>	500	D	\$ 134.8	65,794	D
Common Stock	01/18/2008	<u>S(1)</u>	200	D	\$ 134.94	65,594	D
Common Stock	01/18/2008	<u>S(1)</u>	500	D	\$ 135.04	65,094	D
Common Stock	01/18/2008	<u>S(1)</u>	200	D	\$ 135.26	64,894	D
Common Stock	01/18/2008	<u>S(1)</u>	400	D	\$ 135.34	64,494	D
Common Stock	01/18/2008	<u>S(1)</u>	200	D	\$ 135.4	64,294	D
Common Stock	01/18/2008	<u>S(1)</u>	400	D	\$ 135.53	63,894	D
Common Stock	01/18/2008	<u>S(1)</u>	400	D	\$ 135.71	63,494	D
Common Stock	01/18/2008	<u>S(1)</u>	500	D	\$ 135.91	62,994	D
Common Stock	01/18/2008	<u>S(1)</u>	500	D	\$ 136.02	62,494	D
Common Stock	01/18/2008	<u>S(1)</u>	200	D	\$ 136.11	62,294	D
Common Stock	01/18/2008	<u>S(1)</u>	400	D	\$ 136.21	61,894	D
Common Stock	01/18/2008	<u>S(1)</u>	300	D	\$ 136.32	61,594	D
Common Stock	01/18/2008	<u>S(1)</u>	300	D	\$ 136.41	61,294	D
Common Stock	01/18/2008	<u>S(1)</u>	500	D	\$ 136.47	60,794	D
Common Stock	01/18/2008	<u>S(1)</u>	600	D	\$ 136.72	60,194	D
Common Stock	01/18/2008	<u>S(1)</u>	600	D	\$ 136.88	59,594	D
Common Stock	01/18/2008	<u>S(1)</u>	291	D	\$ 137.12	59,303	D
Common Stock	01/18/2008	<u>S(1)</u>	382	D	\$ 137.25	58,921	D
Common Stock	01/18/2008	<u>S(1)</u>	200	D	\$ 137.28	58,721	D
	01/18/2008	<u>S(1)</u>	100	D	\$ 137.3	58,621	D

Common
Stock

Common Stock	01/18/2008	S ⁽¹⁾	312	D	\$ 137.45	58,309	D
Common Stock	01/18/2008	S ⁽¹⁾	115	D	\$ 137.55	58,194	D
Common Stock	01/18/2008	S ⁽¹⁾	200	D	\$ 137.79	57,994	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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Marcial Edwin D 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328	Chief Technology Officer & SVP

Signatures

/s/ Andrew J. Surdykowski, Attorney-in-fact	01/22/2008
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**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.

Remarks:

This is the first of three Forms 4 being filed by the reporting person as of the date on this form.

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.