

Sprecher Jeffrey C
Form 4
September 19, 2006

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 *
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)
09/15/2006

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chief Executive Officer

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/15/2006		M		8,700	A	\$ 4.2	36,600 ⁽¹⁾	D	
Common Stock	09/15/2006		M		27,958	A	\$ 8	64,558 ⁽¹⁾	D	
Common Stock	09/15/2006		S ⁽²⁾		3,946	D	\$ 67.5	60,612 ⁽¹⁾	D	
Common Stock	09/15/2006		S ⁽²⁾		92	D	\$ 67.81	60,520 ⁽¹⁾	D	
Common Stock	09/15/2006		S ⁽²⁾		184	D	\$ 67.95	60,336 ⁽¹⁾	D	

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Common Stock	09/15/2006	<u>S(2)</u>	46	D	\$ 67.96	60,290 <u>(1)</u>	D
Common Stock	09/15/2006	<u>S(2)</u>	138	D	\$ 67.97	60,152 <u>(1)</u>	D
Common Stock	09/15/2006	<u>S(2)</u>	46	D	\$ 67.98	60,106 <u>(1)</u>	D
Common Stock	09/15/2006	<u>S(2)</u>	2,845	D	\$ 68	57,261 <u>(1)</u>	D
Common Stock	09/15/2006	<u>S(2)</u>	275	D	\$ 68.01	56,986 <u>(1)</u>	D
Common Stock	09/15/2006	<u>S(2)</u>	46	D	\$ 68.02	56,940 <u>(1)</u>	D
Common Stock	09/15/2006	<u>S(2)</u>	597	D	\$ 68.03	56,343 <u>(1)</u>	D
Common Stock	09/15/2006	<u>S(2)</u>	92	D	\$ 68.04	56,251 <u>(1)</u>	D
Common Stock	09/15/2006	<u>S(2)</u>	562	D	\$ 68.05	55,689 <u>(1)</u>	D
Common Stock	09/15/2006	<u>S(2)</u>	275	D	\$ 68.06	55,414 <u>(1)</u>	D
Common Stock	09/15/2006	<u>S(2)</u>	229	D	\$ 68.1	55,185 <u>(1)</u>	D
Common Stock	09/15/2006	<u>S(2)</u>	551	D	\$ 68.14	54,634 <u>(1)</u>	D
Common Stock	09/15/2006	<u>S(2)</u>	872	D	\$ 68.2	53,762 <u>(1)</u>	D
Common Stock	09/15/2006	<u>S(2)</u>	734	D	\$ 68.65	53,028 <u>(1)</u>	D
Common Stock	09/15/2006	<u>S(2)</u>	275	D	\$ 68.7	52,753 <u>(1)</u>	D
Common Stock	09/15/2006	<u>S(2)</u>	734	D	\$ 68.75	52,019 <u>(1)</u>	D
Common Stock	09/15/2006	<u>S(2)</u>	1,010	D	\$ 68.77	51,009 <u>(1)</u>	D
Common Stock	09/15/2006	<u>S(2)</u>	92	D	\$ 68.78	50,917 <u>(1)</u>	D
Common Stock	09/15/2006	<u>S(2)</u>	413	D	\$ 68.79	50,504 <u>(1)</u>	D
Common Stock	09/15/2006	<u>S(2)</u>	275	D	\$ 68.8	50,229 <u>(1)</u>	D
	09/15/2006	<u>S(2)</u>	321	D		49,908 <u>(1)</u>	D

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Common Stock					\$ 68.81		
Common Stock	09/15/2006	S ⁽²⁾	92	D	\$ 68.82	49,816 ⁽¹⁾	D
Common Stock	09/15/2006	S ⁽²⁾	92	D	\$ 68.84	49,724 ⁽¹⁾	D
Common Stock	09/15/2006	S ⁽²⁾	2,111	D	\$ 68.85	47,613 ⁽¹⁾	D
Common Stock	09/15/2006	S ⁽²⁾	1,881	D	\$ 68.87	45,732 ⁽¹⁾	D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.2	09/15/2006		M	8,700	⁽³⁾ 06/28/2010	Common Stock 8,700
Employee Stock Option (right to buy)	\$ 8	09/15/2006		M	27,958	⁽³⁾ 12/11/2013	Common Stock 27,958

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

Sprecher Jeffrey C
2100 RIVEREDGE PARKWAY
SUITE 500
ATLANTA, GA 30328

X

Chief Executive Officer

Signatures

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

09/19/2006

__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).

As previously reported, the reporting person also indirectly owns shares that are beneficially owned directly by Continental Power Exchange, Inc. ("CPEX"). Prior to the reported transactions, the reporting person beneficially owns 94.0% of the equity interest in CPEX

- (1) directly and holds an irrevocable proxy to vote the remaining 6.0%. As a result of the transactions reported in this Form 4, the reporting person is purchasing an additional 1.5% interest in CPEX. Also, as previously reported, the reporting person also indirectly beneficially owns shares that are owned directly by the reporting person's spouse.
- (2) The sales reported in this Form 4 were effected pursuant to a previously disclosed Rule 10b5-1 trading plan adopted by the reporting person on May 16, 2006.
- (3) These options are fully vested.

Remarks:

This is the first of four Forms 4 being filed by the reporting person as of the date of this Form 4.

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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