

Sprecher Jeffrey C  
 Form 4  
 September 19, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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

(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

3. Date of Earliest Transaction (Month/Day/Year)  
 09/15/2006

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

(Street)  
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	09/15/2006		M		756 A \$ 8	8,387 <sup>(1)</sup>	I By spouse <sup>(2)</sup>
Common Stock	09/15/2006		M		2,310 A \$ 8	10,697 <sup>(1)</sup>	I By spouse <sup>(2)</sup>
Common Stock	09/15/2006		S <sup>(3)</sup>		930 D \$ 67.5	9,767 <sup>(1)</sup>	I By spouse <sup>(2)</sup>
Common Stock	09/15/2006		S <sup>(3)</sup>		29 D \$ 67.75	9,738 <sup>(1)</sup>	I By spouse <sup>(2)</sup>
Common Stock	09/15/2006		S <sup>(3)</sup>		36 D \$ 67.9	9,702 <sup>(1)</sup>	I By spouse <sup>(2)</sup>

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Common Stock	09/15/2006	S <sup>(3)</sup>	317	D	\$ 68	9,385 <sup>(1)</sup>	I	By spouse <sup>(2)</sup>
Common Stock	09/15/2006	S <sup>(3)</sup>	83	D	\$ 68.03	9,302 <sup>(1)</sup>	I	By spouse <sup>(2)</sup>
Common Stock	09/15/2006	S <sup>(3)</sup>	50	D	\$ 68.2	9,252 <sup>(1)</sup>	I	By spouse <sup>(2)</sup>
Common Stock	09/15/2006	S <sup>(3)</sup>	151	D	\$ 68.35	9,101 <sup>(1)</sup>	I	By spouse <sup>(2)</sup>
Common Stock	09/15/2006	S <sup>(3)</sup>	65	D	\$ 68.68	9,036 <sup>(1)</sup>	I	By spouse <sup>(2)</sup>
Common Stock	09/15/2006	S <sup>(3)</sup>	64	D	\$ 68.69	8,972 <sup>(1)</sup>	I	By spouse <sup>(2)</sup>
Common Stock	09/15/2006	S <sup>(3)</sup>	22	D	\$ 68.77	8,950 <sup>(1)</sup>	I	By spouse <sup>(2)</sup>
Common Stock	09/15/2006	S <sup>(3)</sup>	30	D	\$ 68.8	8,920 <sup>(1)</sup>	I	By spouse <sup>(2)</sup>
Common Stock	09/15/2006	S <sup>(3)</sup>	29	D	\$ 68.85	8,891 <sup>(1)</sup>	I	By spouse <sup>(2)</sup>
Common Stock	09/15/2006	S <sup>(3)</sup>	22	D	\$ 68.86	8,869 <sup>(1)</sup>	I	By spouse <sup>(2)</sup>
Common Stock	09/15/2006	S <sup>(3)</sup>	123	D	\$ 68.87	8,746 <sup>(1)</sup>	I	By spouse <sup>(2)</sup>
Common Stock	09/15/2006	S <sup>(3)</sup>	50	D	\$ 68.88	8,696 <sup>(1)</sup>	I	By spouse <sup>(2)</sup>
Common Stock	09/15/2006	S <sup>(3)</sup>	57	D	\$ 68.9	8,639 <sup>(1)</sup>	I	By spouse <sup>(2)</sup>
Common Stock	09/15/2006	S <sup>(3)</sup>	65	D	\$ 68.95	8,574 <sup>(1)</sup>	I	By spouse <sup>(2)</sup>
Common Stock	09/15/2006	S <sup>(3)</sup>	50	D	\$ 69.05	8,524 <sup>(1)</sup>	I	By spouse <sup>(2)</sup>
Common Stock	09/15/2006	S <sup>(3)</sup>	72	D	\$ 69.08	8,452 <sup>(1)</sup>	I	By spouse <sup>(2)</sup>
Common Stock	09/15/2006	S <sup>(3)</sup>	65	D	\$ 69.2	8,387 <sup>(1)</sup>	I	By spouse <sup>(2)</sup>

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.**

SEC 1474  
(9-02)

**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 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)
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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 8	09/15/2006		M		756		<u>(4)</u>	12/11/2013	Common Stock	756
Employee Stock Option (right to buy)	\$ 8	09/15/2006		M		2,310		<u>(4)</u>	04/11/2015	Common Stock	2,310

**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  
\*\*Signature of Reporting Person

09/19/2006  
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) 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 owned 94.0% of the equity interest in CPEX directly and holds an irrevocable proxy to vote the remaining 6.0%. Additionally, as previously reported, the reporting person also beneficially owns shares directly.
- (2) The reporting person disclaims beneficial ownership of these securities.
- (3) The sales reported in this Form 4 were effected pursuant to a previously disclosed Rule 10b5-1 trading plan adopted by the reporting person's spouse on May 16, 2006.

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(4) These options are fully vested.

**Remarks:**

This is the fourth of four Form 4s 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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