

Spencer Richard V
Form 4
February 14, 2007

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 *
Spencer Richard V

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)
02/12/2007

___ Director ___ 10% Owner
__X__ Officer (give title ___ Other (specify below) below)
CFO & Senior Vice President

ATLANTA, GA 30328

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

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ 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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 02/12/2007 | | M | | 4,502 | A | \$ 8 77,075 ⁽¹⁾ | D |
| Common Stock | 02/13/2007 | | S | | 1,000 | D | \$ 148.38 76,075 ⁽¹⁾ | D |
| Common Stock | 02/13/2007 | | S | | 600 | D | \$ 148.26 75,475 ⁽¹⁾ | D |
| Common Stock | 02/13/2007 | | S | | 300 | D | \$ 148.2 75,175 ⁽¹⁾ | D |
| Common Stock | 02/13/2007 | | S | | 1,600 | D | \$ 148.3 73,575 ⁽¹⁾ | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|-------------------|---|
| Common Stock | 02/13/2007 | S | 900 | D | \$ 148.31 | 72,675 <u>(1)</u> | D |
| Common Stock | 02/13/2007 | S | 1,600 | D | \$ 148.34 | 71,075 <u>(1)</u> | D |
| Common Stock | 02/13/2007 | S | 1,100 | D | \$ 148.27 | 69,975 <u>(1)</u> | D |
| Common Stock | 02/13/2007 | S | 700 | D | \$ 148.32 | 69,275 <u>(1)</u> | D |
| Common Stock | 02/13/2007 | S | 1,200 | D | \$ 148.33 | 68,075 <u>(1)</u> | D |
| Common Stock | 02/13/2007 | S | 1,000 | D | \$ 148.39 | 67,075 <u>(1)</u> | D |
| Common Stock | 02/13/2007 | S | 1,400 | D | \$ 148.37 | 65,675 <u>(1)</u> | D |
| Common Stock | 02/13/2007 | S | 700 | D | \$ 148.29 | 64,975 <u>(1)</u> | D |
| Common Stock | 02/13/2007 | S | 400 | D | \$ 148.28 | 64,575 <u>(1)</u> | D |
| Common Stock | 02/13/2007 | S | 200 | D | \$ 148.23 | 64,375 <u>(1)</u> | D |
| Common Stock | 02/13/2007 | S | 800 | D | \$ 148.36 | 63,575 <u>(1)</u> | D |
| Common Stock | 02/13/2007 | S | 200 | D | \$ 148.35 | 63,375 <u>(1)</u> | D |
| Common Stock | 02/13/2007 | S | 1,000 | D | \$ 148.4 | 62,375 <u>(1)</u> | D |
| Common Stock | 02/13/2007 | S | 100 | D | \$ 148.41 | 62,275 <u>(1)</u> | D |
| Common Stock | 02/13/2007 | S | 500 | D | \$ 148.56 | 61,775 <u>(1)</u> | D |
| Common Stock | 02/13/2007 | S | 100 | D | \$ 148.55 | 61,675 <u>(1)</u> | D |
| Common Stock | 02/13/2007 | S | 200 | D | \$ 148.57 | 61,475 <u>(1)</u> | D |
| Common Stock | 02/13/2007 | S | 400 | D | \$ 148.46 | 61,075 <u>(1)</u> | D |
| Common Stock | 02/13/2007 | S | 700 | D | \$ 148.48 | 60,375 <u>(1)</u> | D |
| Common Stock | 02/13/2007 | S | 500 | D | \$ 148.47 | 59,875 <u>(1)</u> | D |
| | 02/13/2007 | S | 300 | D | | 59,575 <u>(1)</u> | D |

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| | | | | | | | | | |
|--------------|------------|--|---|-----|---|--------|--------|----------------|---|
| Common Stock | | | | | | \$ | | | |
| | | | | | | 148.45 | | | |
| Common Stock | 02/13/2007 | | S | 400 | D | \$ | 59,175 | ⁽¹⁾ | D |
| | | | | | | 148.42 | | | |
| Common Stock | 02/13/2007 | | S | 100 | D | \$ | 59,075 | ⁽¹⁾ | D |
| | | | | | | 148.43 | | | |

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. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 8 | 02/12/2007 | | M | 4,502 | ⁽²⁾ 12/11/2013 | Common Stock | 4,502 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Spencer Richard V 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328 | | | CFO & Senior Vice President | |

Signatures

/s/ Andrew J. Surdkowski
Attorney-in-fact

02/14/2007

