

INTERCONTINENTALEXCHANGE INC
 Form 4
 April 03, 2008

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 *
 Short Johnathan H

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)
 04/01/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr VP, Gen. Coun. & Corp. Sec.

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 04/01/2008 | | A | 2,421 ⁽¹⁾ | \$ 0 | D | |
| Common Stock | 04/01/2008 | | F | 1,028 ⁽²⁾ | \$ 139.11 | D | |
| Common Stock | 04/02/2008 | | S ⁽³⁾ | 63 | \$ 141.32 | D | |
| Common Stock | 04/02/2008 | | S ⁽³⁾ | 125 | \$ 141.4 | D | |
| Common Stock | 04/02/2008 | | S ⁽³⁾ | 188 | \$ 141.42 | D | |

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| | | | | | | | |
|--------------|------------|-------------|-----|---|-----------|--------|---|
| Common Stock | 04/02/2008 | <u>S(3)</u> | 251 | D | \$ 141.73 | 25,115 | D |
| Common Stock | 04/02/2008 | <u>S(3)</u> | 376 | D | \$ 141.78 | 24,739 | D |
| Common Stock | 04/02/2008 | <u>S(3)</u> | 63 | D | \$ 141.8 | 24,676 | D |
| Common Stock | 04/02/2008 | <u>S(3)</u> | 423 | D | \$ 141.82 | 24,253 | D |
| Common Stock | 04/02/2008 | <u>S(3)</u> | 125 | D | \$ 141.83 | 24,128 | D |
| Common Stock | 04/02/2008 | <u>S(3)</u> | 62 | D | \$ 141.84 | 24,066 | D |
| Common Stock | 04/02/2008 | <u>S(3)</u> | 63 | D | \$ 141.95 | 24,003 | D |
| Common Stock | 04/02/2008 | <u>S(3)</u> | 63 | D | \$ 141.97 | 23,940 | D |
| Common Stock | 04/02/2008 | <u>S(3)</u> | 251 | D | \$ 141.98 | 23,689 | D |
| Common Stock | 04/02/2008 | <u>S(3)</u> | 63 | D | \$ 142.01 | 23,626 | D |
| Common Stock | 04/02/2008 | <u>S(3)</u> | 313 | D | \$ 142.04 | 23,313 | D |
| Common Stock | 04/02/2008 | <u>S(3)</u> | 126 | D | \$ 142.06 | 23,187 | D |
| Common Stock | 04/02/2008 | <u>S(3)</u> | 125 | D | \$ 142.15 | 23,062 | D |
| Common Stock | 04/02/2008 | <u>S(3)</u> | 251 | D | \$ 142.17 | 22,811 | D |
| Common Stock | 04/02/2008 | <u>S(3)</u> | 63 | D | \$ 142.18 | 22,748 | D |
| Common Stock | 04/02/2008 | <u>S(3)</u> | 376 | D | \$ 142.19 | 22,372 | D |
| Common Stock | 04/02/2008 | <u>S(3)</u> | 125 | D | \$ 142.2 | 22,247 | D |
| Common Stock | 04/02/2008 | <u>S(3)</u> | 188 | D | \$ 142.21 | 22,059 | D |
| Common Stock | 04/02/2008 | <u>S(3)</u> | 126 | D | \$ 142.22 | 21,933 | D |
| Common Stock | 04/02/2008 | <u>S(3)</u> | 251 | D | \$ 142.23 | 21,682 | D |
| | 04/02/2008 | <u>S(3)</u> | 376 | D | | 21,306 | D |

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| | | | | | | | | |
|--------------|------------|--|------------------|-----|--------|----|--------|---|
| Common Stock | | | | | \$ | | | |
| | | | | | 142.24 | | | |
| Common Stock | 04/02/2008 | | S ⁽³⁾ | 125 | D | \$ | 21,181 | D |
| | | | | | 142.28 | | | |

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)

| 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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

Reporting Owner Name / Address

Relationships

Short Johnathan H
2100 RIVEREDGE PARKWAY
SUITE 500
ATLANTA, GA 30328

| | | | |
|----------|-----------|---|-------|
| Director | 10% Owner | Officer | Other |
| | | Sr VP, Gen. Coun. & Corp. Sec. | |

Signatures

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

04/03/2008

**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) Represents shares of restricted stock issued to the filing person under the IntercontinentalExchange, Inc. 2004 Restricted Stock Plan.

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- (2) Represents shares of Common Stock underlying vested restricted stock units that are being withheld to satisfy payment of the Issuer's tax withholding obligation.
- (3) 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 two 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.