

Sprecher Jeffrey C
Form 4
December 21, 2009

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)
12/17/2009

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

Chief Executive Officer

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	(A) or (D)	Price			
Common Stock	12/17/2009		S ⁽¹⁾		3,300	D	\$ 106.77 ⁽²⁾	30,881 ⁽³⁾	I	By spouse
Common Stock	12/17/2009		M		219	A	\$ 8	31,100 ⁽³⁾	I	By spouse
Common Stock	12/17/2009		M		2,280	A	\$ 35.08	33,380 ⁽³⁾	I	By spouse
Common Stock	12/17/2009		S ⁽⁴⁾		50,000	D	\$ 106.81 ⁽⁵⁾	1,757,341 ⁽⁶⁾	I	CPEX

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Common Stock	12/18/2009	S ⁽⁴⁾	45,300	D	\$ 104.87 (7)	1,712,041	(6)	I	CPEX
Common Stock	12/18/2009	S ⁽⁴⁾	4,700	D	\$ 105.68 (8)	1,707,341	(6)	I	CPEX

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 (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
Employee Stock Option (right to buy)	\$ 8	12/17/2009		M	219	(9) 04/11/2015	Common Stock	219
Employee Stock Option (right to buy)	\$ 35.08	12/17/2009		M	2,280	(9) 12/28/2015	Common Stock	2,280

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

12/21/2009

__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.
- (2) The price range for the aggregate amount sold by the holder is \$106.63 - \$106.86. The Issuer will upon request by the SEC Staff or a security holder of the Issuer provide the full information regarding the number of shares sold at each separate price.
As previously reported, the reporting person also indirectly owns 1,707,341 shares that are beneficially owned directly by Continental Power Exchange, Inc. ("CPEX"). The reporting person beneficially owns 100% of the equity interest in CPEX. Additionally, as previously reported, the reporting person also beneficially owns shares directly.
- (3) The sales reported in this Form 4 were effected pursuant to a previously announced, pre-arranged trading plan established in accordance with Rule 10b5-1 of the Securities Act of 1934, as amended.
- (4) The price range for the aggregate amount sold by the holder is \$106.43 - \$107.12. The Issuer will upon request by the SEC Staff or a security holder of the Issuer provide the full information regarding the number of shares sold at each separate price.
These shares are beneficially owned directly by CPEX. Mr. Sprecher beneficially owns 100% of the equity interest in CPEX directly.
- (5) Additionally, as previously reported, the reporting person also owns shares directly and indirectly owns shares that are beneficially owned directly by the reporting person's spouse for which the reporting person disclaims beneficial ownership.
- (6) The price range for the aggregate amount sold by the holder is \$104.30 - \$105.27. The Issuer will upon request by the SEC Staff or a security holder of the Issuer provide the full information regarding the number of shares sold at each separate price.
- (7) The price range for the aggregate amount sold by the holder is \$105.29 - \$106.07. The Issuer will upon request by the SEC Staff or a security holder of the Issuer provide the full information regarding the number of shares sold at each separate price.
- (8) These options are fully vested.
- (9)

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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