

Spencer Richard V  
 Form 4  
 February 14, 2007

**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 \*  
 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  
 Officer (give title below) \_\_\_\_ Other (specify 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)  
 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	02/12/2007		M	A	\$ 8	77,075 (1)	D
Common Stock	02/13/2007		S	D	\$ 148.38	76,075 (1)	D
Common Stock	02/13/2007		S	D	\$ 148.26	75,475 (1)	D
Common Stock	02/13/2007		S	D	\$ 148.2	75,175 (1)	D
Common Stock	02/13/2007		S	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	\$ 148.42	59,175 <sup>(1)</sup>	D
Common Stock	02/13/2007		S	100	D	\$ 148.43	59,075 <sup>(1)</sup>	D

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

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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. 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	<sup>(2)</sup> 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

\_\_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) As previously reported, the reporting person also indirectly beneficially owns 2,000 shares of Common Stock, which were purchased by the reporting person's children on November 21, 2005.
- (2) These options are fully vested.

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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