

INTERCONTINENTALEXCHANGE INC

Form 4

April 03, 2008

FORM 4

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

OMB APPROVAL

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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 *
Reid Sir Robert

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)

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2008

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

2100 RIVEREDGE PARKWAY, SUITE 500

(Street)

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

ATLANTA, GA 30328

(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)
			Code	V	Amount or Price		
Common Stock	04/01/2008		M		6,250 (1)	A	\$ 0 10,537 D
Common Stock	04/02/2008		S(2)		37	D	\$ 141.32 10,500 D
Common Stock	04/02/2008		S(2)		75	D	\$ 141.4 10,425 D
Common Stock	04/02/2008		S(2)		112	D	\$ 141.42 10,313 D
Common Stock	04/02/2008		S(2)		149	D	\$ 141.73 10,164 D

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Common Stock	04/02/2008	<u>S(2)</u>	224	D	\$ 141.78	9,940	D
Common Stock	04/02/2008	<u>S(2)</u>	37	D	\$ 141.8	9,903	D
Common Stock	04/02/2008	<u>S(2)</u>	253	D	\$ 141.82	9,650	D
Common Stock	04/02/2008	<u>S(2)</u>	75	D	\$ 141.83	9,575	D
Common Stock	04/02/2008	<u>S(2)</u>	38	D	\$ 141.84	9,537	D
Common Stock	04/02/2008	<u>S(2)</u>	74	D	\$ 141.96	9,463	D
Common Stock	04/02/2008	<u>S(2)</u>	149	D	\$ 141.98	9,314	D
Common Stock	04/02/2008	<u>S(2)</u>	37	D	\$ 142.01	9,277	D
Common Stock	04/02/2008	<u>S(2)</u>	187	D	\$ 142.04	9,090	D
Common Stock	04/02/2008	<u>S(2)</u>	74	D	\$ 142.06	9,016	D
Common Stock	04/02/2008	<u>S(2)</u>	75	D	\$ 142.15	8,941	D
Common Stock	04/02/2008	<u>S(2)</u>	149	D	\$ 142.17	8,792	D
Common Stock	04/02/2008	<u>S(2)</u>	37	D	\$ 142.18	8,755	D
Common Stock	04/02/2008	<u>S(2)</u>	224	D	\$ 142.19	8,531	D
Common Stock	04/02/2008	<u>S(2)</u>	75	D	\$ 142.2	8,456	D
Common Stock	04/02/2008	<u>S(2)</u>	112	D	\$ 142.21	8,344	D
Common Stock	04/02/2008	<u>S(2)</u>	74	D	\$ 142.22	8,270	D
Common Stock	04/02/2008	<u>S(2)</u>	149	D	\$ 142.23	8,121	D
Common Stock	04/02/2008	<u>S(2)</u>	224	D	\$ 142.24	7,897	D
Common Stock	04/02/2008	<u>S(2)</u>	150	D	\$ 142.29	7,747	D
	04/02/2008	<u>S(2)</u>	74	D		7,673	D

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Common Stock						\$ 142.32		
Common Stock	04/02/2008	S ⁽²⁾	38	D		\$ 142.38	7,635	D
Common Stock	04/02/2008	S ⁽²⁾	186	D		\$ 142.42	7,449	D
Common Stock	04/02/2008	S ⁽²⁾	37	D		\$ 142.43	7,412	D

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

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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
Restricted Stock Unit Awards	(3)	04/01/2008		M	6,250	(4) 10/11/2014	Common Stock	6,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reid Sir Robert 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328	X			

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.
- (2) 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.
- (3) One for one.
- (4) These restricted stock units 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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