

INTERCONTINENTALEXCHANGE INC
 Form 4
 July 03, 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 *
 CRISP CHARLES R

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

3. Date of Earliest Transaction (Month/Day/Year)
 06/29/2007

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

(Street)
 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

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	07/02/2007		M	1,000	A \$ 8	14,454 (1)	D
Common Stock	07/02/2007		S(2)	100	D \$ 146.13	14,354 (1)	D
Common Stock	07/02/2007		S(2)	100	D \$ 146.17	14,254 (1)	D
Common Stock	07/02/2007		S(2)	100	D \$ 146.26	14,154 (1)	D
Common Stock	07/02/2007		S(2)	100	D \$ 146.27	14,054 (1)	D

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Common Stock	07/02/2007	S ⁽²⁾	100	D	\$ 146.28	13,954 ⁽¹⁾	D
Common Stock	07/02/2007	S ⁽²⁾	100	D	\$ 146.3	13,854 ⁽¹⁾	D
Common Stock	07/02/2007	S ⁽²⁾	200	D	\$ 146.31	13,654 ⁽¹⁾	D
Common Stock	07/02/2007	S ⁽²⁾	482	D	\$ 146.33	13,172 ⁽¹⁾	D
Common Stock	06/30/2007	A	32 ⁽³⁾	A	\$ 0	13,204 ⁽¹⁾	D
Common Stock	07/02/2007	A	283 ⁽⁴⁾	A	\$ 0	13,487 ⁽¹⁾	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	
Employee Stock Option (right to buy)	\$ 8	07/02/2007		M	1,000	⁽⁵⁾	01/05/2015	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

CRISP CHARLES R
2100 RIVEREDGE PARKWAY
SUITE 500
ATLANTA, GA 30328

Signatures

Andrew J. Surdykowski,
Attorney-in-fact

07/03/2007

__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 4000 shares of Common Stock, which were purchased by the reporting person's spouse on November 21, 2005.
- (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) Represents shares of restricted stock granted to the filing person under the IntercontinentalExchange, Inc. 2003 Restricted Stock Deferral Plan for Outside Directors.
- (4) Represents shares of restricted stock issued to the filing person under the IntercontinentalExchange, Inc. 2003 Restricted Stock Deferral Plan for Outside Directors.
- (5) 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. 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.