

INTERCONTINENTALEXCHANGE INC

Form 4

August 17, 2006

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 *
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

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2006

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

(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

(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	08/15/2006		S ⁽¹⁾	1,085 D \$ 60	2,196,728 ⁽²⁾	I	See footnote (1)
Common Stock	08/15/2006		S ⁽¹⁾	412 D \$ 60.21	2,196,316 ⁽²⁾	I	See footnote (1)
Common Stock	08/15/2006		S ⁽¹⁾	365 D \$ 60.25	2,195,951 ⁽²⁾	I	See footnote (1)
Common	08/15/2006		S ⁽¹⁾	449 D \$	2,195,502 ⁽²⁾	I	See

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Stock					60.27			footnote <u>(1)</u>
Common Stock	08/15/2006	<u>S</u> ⁽¹⁾	449	D	\$ 60.28	2,195,053	<u>(2)</u>	I See footnote <u>(1)</u>
Common Stock	08/15/2006	<u>S</u> ⁽¹⁾	187	D	\$ 60.29	2,194,866	<u>(2)</u>	I See footnote <u>(1)</u>
Common Stock	08/15/2006	<u>S</u> ⁽¹⁾	412	D	\$ 60.31	2,194,454	<u>(2)</u>	I See footnote <u>(1)</u>
Common Stock	08/15/2006	<u>S</u> ⁽¹⁾	187	D	\$ 60.32	2,194,267	<u>(2)</u>	I See footnote <u>(1)</u>
Common Stock	08/15/2006	<u>S</u> ⁽¹⁾	226	D	\$ 60.33	2,194,041	<u>(2)</u>	I See footnote <u>(1)</u>
Common Stock	08/15/2006	<u>S</u> ⁽¹⁾	1,722	D	\$ 60.35	2,192,319	<u>(2)</u>	I See footnote <u>(1)</u>
Common Stock	08/15/2006	<u>S</u> ⁽¹⁾	263	D	\$ 60.38	2,192,056	<u>(2)</u>	I See footnote <u>(1)</u>
Common Stock	08/15/2006	<u>S</u> ⁽¹⁾	523	D	\$ 60.39	2,191,533	<u>(2)</u>	I See footnote <u>(1)</u>
Common Stock	08/15/2006	<u>S</u> ⁽¹⁾	749	D	\$ 60.4	2,190,784	<u>(2)</u>	I See footnote <u>(1)</u>
Common Stock	08/15/2006	<u>S</u> ⁽¹⁾	1,160	D	\$ 60.41	2,189,624	<u>(2)</u>	I See footnote <u>(1)</u>
Common Stock	08/15/2006	<u>S</u> ⁽¹⁾	37	D	\$ 60.43	2,189,587	<u>(2)</u>	I See footnote <u>(1)</u>
Common Stock	08/15/2006	<u>S</u> ⁽¹⁾	524	D	\$ 60.44	2,189,063	<u>(2)</u>	I See footnote <u>(1)</u>
Common Stock	08/15/2006	<u>S</u> ⁽¹⁾	336	D	\$ 60.45	2,188,727	<u>(2)</u>	I See footnote <u>(1)</u>
Common Stock	08/15/2006	<u>S</u> ⁽¹⁾	37	D	\$ 60.46	2,188,690	<u>(2)</u>	I See footnote <u>(1)</u>

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Common Stock	08/15/2006	<u>S</u> ⁽¹⁾	1,423	D	\$ 60.47	2,187,267 ⁽²⁾	I	See footnote <u>(1)</u>
Common Stock	08/15/2006	<u>S</u> ⁽¹⁾	262	D	\$ 60.48	2,187,005 ⁽²⁾	I	See footnote <u>(1)</u>
Common Stock	08/15/2006	<u>S</u> ⁽¹⁾	299	D	\$ 60.49	2,186,706 ⁽²⁾	I	See footnote <u>(1)</u>
Common Stock	08/15/2006	<u>S</u> ⁽¹⁾	898	D	\$ 60.5	2,185,808 ⁽²⁾	I	See footnote <u>(1)</u>
Common Stock	08/15/2006	<u>S</u> ⁽¹⁾	524	D	\$ 60.51	2,185,284 ⁽²⁾	I	See footnote <u>(1)</u>
Common Stock	08/15/2006	<u>S</u> ⁽¹⁾	861	D	\$ 60.52	2,184,423 ⁽²⁾	I	See footnote <u>(1)</u>
Common Stock	08/15/2006	<u>S</u> ⁽¹⁾	824	D	\$ 60.53	2,183,599 ⁽²⁾	I	See footnote <u>(1)</u>
Common Stock	08/15/2006	<u>S</u> ⁽¹⁾	1,049	D	\$ 60.54	2,182,550 ⁽²⁾	I	See footnote <u>(1)</u>
Common Stock	08/15/2006	<u>S</u> ⁽¹⁾	524	D	\$ 60.55	2,182,026 ⁽²⁾	I	See footnote <u>(1)</u>
Common Stock	08/15/2006	<u>S</u> ⁽¹⁾	749	D	\$ 60.56	2,181,277 ⁽²⁾	I	See footnote <u>(1)</u>
Common Stock	08/15/2006	<u>S</u> ⁽¹⁾	524	D	\$ 60.57	2,180,753 ⁽²⁾	I	See footnote <u>(1)</u>
Common Stock	08/15/2006	<u>S</u> ⁽¹⁾	823	D	\$ 60.58	2,179,930 ⁽²⁾	I	See footnote <u>(1)</u>

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)

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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 Owned Following Transaction (Instr. 5)
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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

08/17/2006

__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).

- Represents shares held by Continental Power Exchange, Inc. ("CPEX"). Prior to this disposition, Mr. Sprecher beneficially owned 92.5% of the equity interest in CPEX and holds an irrevocable proxy to vote the remaining 7.5%. CPEX will use the proceeds of this disposition to purchase a portion of the membership interests representing the 7.5% interest in CPEX not held by Mr. Sprecher. Following this
- (1) purchase by CPEX and future purchases as specified in a Rule 10b5-1 trading plan and a Redemption Agreement between Mr. Sprecher and the other shareholders of CPEX, Mr. Sprecher will beneficially own 100% of the equity interest in CPEX. Mr. Sprecher will not receive any of the proceeds from this disposition other than for the payment of his taxes related to such disposition by CPEX. The sale of these shares was effected pursuant to a Rule 10b5-1 trading plan adopted by CPEX on May 16, 2006.
 - (2) As previously reported, the reporting person also indirectly beneficially owns shares that are owned directly by the reporting person's spouse. The reporting person also beneficially owns shares directly.

Remarks:

This is the fifth of six Forms 4 being filed by the reporting person as of the date of this Form 4.

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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