

INTERCONTINENTALEXCHANGE INC  
 Form 4  
 September 03, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
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**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 \*  
 Hirani Sunil G.  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
 INTERCONTINENTALEXCHANGE INC [ICE]

3. Date of Earliest Transaction (Month/Day/Year)  
 08/29/2008

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 CEO Creditex Group Inc

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

2100 RIVEREDGE PARKWAY, SUITE 500  
 (Street)  
 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 Ownership (Instr. 4)
				Code V Amount (D) Price			
Common Stock	08/29/2008		A	156,869 A 156,869		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)**

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 4.19	08/29/2008		A <sup>(2)</sup>		25,504		<sup>(3)</sup>	12/04/2012	Common Stock	25,504
Employee Stock Option (right to buy)	\$ 8.37	08/29/2008		A <sup>(2)</sup>		12,750		<sup>(3)</sup>	12/04/2012	Common Stock	12,750
Employee Stock Option (right to buy)	\$ 18.83	08/29/2008		A <sup>(2)</sup>		84,209		<sup>(4)</sup>	11/08/2015	Common Stock	84,209
Employee Stock Option (right to buy)	\$ 33.88	08/29/2008		A <sup>(2)</sup>		19,126		<sup>(5)</sup>	02/02/2017	Common Stock	19,126
Employee Stock Option (right to buy)	\$ 45.84	08/29/2008		A <sup>(2)</sup>		27,495		<sup>(6)</sup>	11/30/2017	Common Stock	27,495
Employee Stock Option (right to buy)	\$ 45.84	08/29/2008		A <sup>(2)</sup>		31,261		<sup>(7)</sup>	12/11/2017	Common Stock	31,261
Employee Stock Option (right to buy)	\$ 18.83	08/29/2008		A <sup>(2)</sup>		126,314		<sup>(3)</sup>	11/08/2015	Common Stock	126,314

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hirani Sunil G. 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328			CEO Creditex Group Inc	

## Signatures

/s/ Andrew J. Surdykowski,  
Attorney-in-fact

09/03/2008

\_\_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 common stock of the Issuer received by the reporting person in connection with the exchange of shares of Creditex Group, Inc., a Delaware corporation ("Creditex"), pursuant to an Agreement and Plan of Merger between the Issuer, Creditex and Columbia Merger Corporation, formerly a wholly-owned subsidiary of ICE ("MergerCo"). Pursuant to the Agreement and Plan of Merger, MergerCo was merged with and into Creditex, with Creditex being the surviving corporation. As a result of the merger, Creditex became a wholly-owned subsidiary of the Issuer. The acquisition of these securities was approved by the Issuer's board of directors in compliance with Rule 16b-3.

(2) Represents Issuer stock options received by the reporting person in connection with the exchange of stock options for common stock of Creditex, pursuant to an Agreement and Plan of Merger between the Issuer, Creditex and MergerCo. Pursuant to the Agreement and Plan of Merger, MergerCo was merged with and into Creditex, with Creditex being the surviving corporation. As a result of the merger, Creditex became a wholly-owned subsidiary of the Issuer. The acquisition of these securities was approved by the Issuer's board of directors in compliance with Rule 16b-3.

(3) These options are fully vested.

(4) Vesting occurs quarterly over four years. The first vesting occurred on August 1, 2005.

(5) These options vest in accordance with the following schedule: 25% of the options vested on January 1, 2008 and the remaining 75% of the options vest in 12.5% installments semi-annually over three years.

(6) These options vest in accordance with the following schedule: 25% of the options will vest on November 30, 2008 and the remaining 75% of the options vest in 12.5% installments semi-annually over three years.

(7) These options vest in accordance with the following schedule: 25% of the options will vest on December 31, 2008 and the remaining 75% of the options vest in 12.5% installments semi-annually over three years.

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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