

INTERCONTINENTALEXCHANGE INC

Form 4

August 17, 2006

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

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

OMB APPROVAL

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(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)

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

08/15/2006

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

Chief Executive Officer

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	(A) or (D)	Price		
Common Stock	08/15/2006		S ⁽¹⁾		635	D	\$ 60.56	41,836 ⁽²⁾	D
Common Stock	08/15/2006		S ⁽¹⁾		699	D	\$ 60.58	41,137 ⁽²⁾	D
Common Stock	08/15/2006		S ⁽¹⁾		443	D	\$ 60.57	40,694 ⁽²⁾	D
Common Stock	08/15/2006		S ⁽¹⁾		318	D	\$ 60.59	40,376 ⁽²⁾	D
Common Stock	08/15/2006		S ⁽¹⁾		921	D	\$ 60.6	39,455 ⁽²⁾	D

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Common Stock	08/15/2006	<u>S(1)</u>	572	D	\$ 60.61	38,883 <u>(2)</u>	D
Common Stock	08/15/2006	<u>S(1)</u>	32	D	\$ 60.62	38,851 <u>(2)</u>	D
Common Stock	08/15/2006	<u>S(1)</u>	95	D	\$ 60.63	38,756 <u>(2)</u>	D
Common Stock	08/15/2006	<u>S(1)</u>	1,143	D	\$ 60.64	37,613 <u>(2)</u>	D
Common Stock	08/15/2006	<u>S(1)</u>	540	D	\$ 60.65	37,073 <u>(2)</u>	D
Common Stock	08/15/2006	<u>S(1)</u>	667	D	\$ 60.66	36,406 <u>(2)</u>	D
Common Stock	08/15/2006	<u>S(1)</u>	317	D	\$ 60.67	36,089 <u>(2)</u>	D
Common Stock	08/15/2006	<u>S(1)</u>	1,016	D	\$ 60.68	35,073 <u>(2)</u>	D
Common Stock	08/15/2006	<u>S(1)</u>	1,524	D	\$ 60.69	33,549 <u>(2)</u>	D
Common Stock	08/15/2006	<u>S(1)</u>	95	D	\$ 60.6902	33,454 <u>(2)</u>	D
Common Stock	08/15/2006	<u>S(1)</u>	317	D	\$ 60.7	33,137 <u>(2)</u>	D
Common Stock	08/15/2006	<u>S(1)</u>	95	D	\$ 60.7078	33,042 <u>(2)</u>	D
Common Stock	08/15/2006	<u>S(1)</u>	317	D	\$ 60.71	32,725 <u>(2)</u>	D
Common Stock	08/15/2006	<u>S(1)</u>	667	D	\$ 60.73	32,058 <u>(2)</u>	D
Common Stock	08/15/2006	<u>S(1)</u>	667	D	\$ 60.74	31,391 <u>(2)</u>	D
Common Stock	08/15/2006	<u>S(1)</u>	571	D	\$ 60.75	30,820 <u>(2)</u>	D
Common Stock	08/15/2006	<u>S(1)</u>	95	D	\$ 60.76	30,725 <u>(2)</u>	D
Common Stock	08/15/2006	<u>S(1)</u>	508	D	\$ 60.77	30,217 <u>(2)</u>	D
Common Stock	08/15/2006	<u>S(1)</u>	762	D	\$ 60.78	29,455 <u>(2)</u>	D
Common Stock	08/15/2006	<u>S(1)</u>	444	D	\$ 60.79	29,011 <u>(2)</u>	D
	08/15/2006	<u>S(1)</u>	698	D	\$ 60.8	28,313 <u>(2)</u>	D

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Common
Stock

Common Stock	08/15/2006	S ⁽¹⁾	32	D	\$ 60.83	28,281 ⁽²⁾	D
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Common Stock	08/15/2006	S ⁽¹⁾	32	D	\$ 60.84	28,249 ⁽²⁾	D
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Common Stock	08/15/2006	S ⁽¹⁾	349	D	\$ 60.98	27,900	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)

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).
- (1) The sales reported in this Form 4 were effected pursuant to a previously disclosed Rule 10b5-1 trading plan adopted by the reporting person on May 16, 2006.

As previously reported, the reporting person also indirectly beneficially owns shares that are owned directly by Continental Power Exchange, Inc. ("CPEX"). Prior to the reported transactions, the reporting person beneficially owns 92.5% of the equity interest in CPEX directly and holds an irrevocable proxy to vote the remaining 7.5%. Additionally, as previously reported, the reporting person also indirectly beneficially owns shares that are owned directly by the reporting person's spouse.

Remarks:

This is the second 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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