

INTERCONTINENTALEXCHANGE INC

Form 4

April 03, 2008

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 *
Short Johnathan H

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
____X____ Officer (give title ____ Other (specify
below) below)
Sr VP, Gen. Coun. & Corp. Sec.

2100 RIVEREDGE
PARKWAY, SUITE 500

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	04/01/2008		A	(A) or (D) Amount (1) 2,421 Price \$ 0	26,770	D	
Common Stock	04/01/2008		F	(A) or (D) Amount (2) 1,028 Price \$ 139.11	25,742	D	
Common Stock	04/02/2008		S(3)	(A) or (D) Amount 63 Price \$ 141.32	25,679	D	
Common Stock	04/02/2008		S(3)	(A) or (D) Amount 125 Price \$ 141.4	25,554	D	
Common Stock	04/02/2008		S(3)	(A) or (D) Amount 188 Price \$ 141.42	25,366	D	

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Common Stock	04/02/2008	<u>S(3)</u>	251	D	\$ 141.73	25,115	D
Common Stock	04/02/2008	<u>S(3)</u>	376	D	\$ 141.78	24,739	D
Common Stock	04/02/2008	<u>S(3)</u>	63	D	\$ 141.8	24,676	D
Common Stock	04/02/2008	<u>S(3)</u>	423	D	\$ 141.82	24,253	D
Common Stock	04/02/2008	<u>S(3)</u>	125	D	\$ 141.83	24,128	D
Common Stock	04/02/2008	<u>S(3)</u>	62	D	\$ 141.84	24,066	D
Common Stock	04/02/2008	<u>S(3)</u>	63	D	\$ 141.95	24,003	D
Common Stock	04/02/2008	<u>S(3)</u>	63	D	\$ 141.97	23,940	D
Common Stock	04/02/2008	<u>S(3)</u>	251	D	\$ 141.98	23,689	D
Common Stock	04/02/2008	<u>S(3)</u>	63	D	\$ 142.01	23,626	D
Common Stock	04/02/2008	<u>S(3)</u>	313	D	\$ 142.04	23,313	D
Common Stock	04/02/2008	<u>S(3)</u>	126	D	\$ 142.06	23,187	D
Common Stock	04/02/2008	<u>S(3)</u>	125	D	\$ 142.15	23,062	D
Common Stock	04/02/2008	<u>S(3)</u>	251	D	\$ 142.17	22,811	D
Common Stock	04/02/2008	<u>S(3)</u>	63	D	\$ 142.18	22,748	D
Common Stock	04/02/2008	<u>S(3)</u>	376	D	\$ 142.19	22,372	D
Common Stock	04/02/2008	<u>S(3)</u>	125	D	\$ 142.2	22,247	D
Common Stock	04/02/2008	<u>S(3)</u>	188	D	\$ 142.21	22,059	D
Common Stock	04/02/2008	<u>S(3)</u>	126	D	\$ 142.22	21,933	D
Common Stock	04/02/2008	<u>S(3)</u>	251	D	\$ 142.23	21,682	D
	04/02/2008	<u>S(3)</u>	376	D		21,306	D

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Common					\$			
Stock					142.24			
Common	04/02/2008	S ⁽³⁾	125	D	\$	21,181	D	
Stock					142.28			

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

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Short Johnathan H 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328	Sr VP, Gen. Coun. & Corp. Sec.

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.

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- (2) Represents shares of Common Stock underlying vested restricted stock units that are being withheld to satisfy payment of the Issuer's tax withholding obligation.
- (3) 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.

Remarks:

This is the first of two Forms 4 being filed by the reporting person as of the date on this form.

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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