

Short Johnathan H
Form 4
February 18, 2009

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 *
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)
2100 RIVEREDGE
PARKWAY, SUITE 500

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2009

____ Director ____ 10% Owner
 Officer (give title below) ____ Other (specify below)
Sr VP, Gen. Coun. & Corp. Sec.

(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)
				(A) or (D)	Price		
Common Stock	02/13/2009		A	3,365 (1)	\$ 0	D	
Common Stock	02/13/2009		F	364 (2)	\$ 63.12	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)

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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 Owned Beneficially (Instr. 5)
				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
Date: 02/18/2009

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 of performance based restricted stock units granted to the filing person on December 28, 2007. The vesting of the shares of performance based restricted stock units was conditioned upon the achievement of certain 2008 earnings before interest, taxes, depreciation, and amortization ("EBITDA") performance versus pre-established targets. The restricted stock units vest over three years
- (1) (1/3 on February 13, 2009; 1/3 on January 2, 2010; and 1/3 on January 2, 2011). Of the 3,365 shares of common stock, 1,121 shares were issued on February 13, 2009, of which 364 shares were withheld to satisfy payment of the Issuer's tax withholding obligation. The remaining 2,244 shares are scheduled to be issued on the two remaining vesting dates and taxes for these future issuances will be withheld at the time the shares are issued.
 - (2) Represents shares of common stock underlying vested restricted stock that are being withheld to satisfy payment of the Issuer's tax withholding obligation.

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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