

Marcial Edwin D
Form 4
February 15, 2008

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 *
Marcial Edwin D

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
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2008

___ Director ___ 10% Owner
__X__ Officer (give title ___ Other (specify below) below)
Chief Technology Officer & SVP

ATLANTA, GA 30328

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

(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 | 02/14/2008 | | A | 9,232 (1) \$ 0 | 61,607 | D | |
| Common Stock | 02/14/2008 | | F | 1,307 (2) \$ 133.39 | 60,300 | D | |
| Common Stock | 02/15/2008 | | S(3) | 2,000 D \$ 130.44 | 58,300 | D | |
| Common Stock | 02/15/2008 | | S(3) | 1,066 D \$ 130.57 | 57,234 | D | |
| Common Stock | 02/15/2008 | | S(3) | 3,000 D \$ 130.66 | 54,234 | D | |

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| | | | | | | | |
|--------------|------------|-------------|-------|---|-----------|--------|---|
| Common Stock | 02/15/2008 | <u>S(3)</u> | 768 | D | \$ 130.71 | 53,466 | D |
| Common Stock | 02/15/2008 | <u>S(3)</u> | 800 | D | \$ 130.75 | 52,666 | D |
| Common Stock | 02/15/2008 | <u>S(3)</u> | 334 | D | \$ 130.83 | 52,332 | D |
| Common Stock | 02/15/2008 | <u>S(3)</u> | 803 | D | \$ 131.36 | 51,529 | D |
| Common Stock | 02/15/2008 | <u>S(3)</u> | 200 | D | \$ 131.46 | 51,329 | D |
| Common Stock | 02/15/2008 | <u>S(3)</u> | 108 | D | \$ 131.63 | 51,221 | D |
| Common Stock | 02/15/2008 | <u>S(3)</u> | 1,500 | D | \$ 133.01 | 49,721 | D |
| Common Stock | 02/15/2008 | <u>S(3)</u> | 800 | D | \$ 130.43 | 48,921 | D |
| Common Stock | 02/15/2008 | <u>S(3)</u> | 200 | D | \$ 130.45 | 48,721 | D |
| Common Stock | 02/15/2008 | <u>S(3)</u> | 1,100 | D | \$ 130.66 | 47,621 | D |
| Common Stock | 02/15/2008 | <u>S(3)</u> | 500 | D | \$ 130.98 | 47,121 | D |
| Common Stock | 02/15/2008 | <u>S(3)</u> | 100 | D | \$ 131.04 | 47,021 | D |
| Common Stock | 02/15/2008 | <u>S(3)</u> | 300 | D | \$ 131.05 | 46,721 | D |
| Common Stock | 02/15/2008 | <u>S(3)</u> | 100 | D | \$ 131.18 | 46,621 | D |
| Common Stock | 02/15/2008 | <u>S(3)</u> | 200 | D | \$ 131.25 | 46,421 | D |
| Common Stock | 02/15/2008 | <u>S(3)</u> | 100 | D | \$ 131.44 | 46,321 | D |
| Common Stock | 02/15/2008 | <u>S(3)</u> | 100 | D | \$ 131.67 | 46,221 | D |
| Common Stock | 02/15/2008 | <u>S(3)</u> | 1,500 | D | \$ 133.01 | 44,721 | D |
| Common Stock | 02/15/2008 | <u>S(3)</u> | 661 | D | \$ 131.04 | 44,060 | D |

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

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 Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Marcial Edwin D 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328 | | | Chief Technology Officer & SVP | |

Signatures

/s/ Andrew J. Surdykowski, 02/15/2008
 Attorney-in-fact

**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 22, 2006. The vesting of the shares of performance based restricted stock units was conditioned upon the achievement of certain 2007 earnings before interest, taxes, depreciation, and amortization ("EBITDA") performance versus pre-established targets. The restricted stock units vests over three years
- (1) (1/3 on February 14, 2008; 1/3 on January 1, 2009; and 1/3 on January 1, 2010). Of the 9,232 shares of common stock, 3,077 shares were issued on February 14, 2008, of which 1,307 shares were withheld to satisfy payment of the Issuer's tax withholding obligation. The remaining 6,155 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.
 - (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.

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