

INTERCONTINENTALEXCHANGE INC
 Form 4
 May 19, 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 *
 Peniket David J

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)
 05/15/2008

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Pres. & COO of ICE Futures Eur.

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 Indirect Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	05/15/2008		M		3,000	A	\$ 8	11,446 ⁽¹⁾	D
Common Stock	05/15/2008		S ⁽²⁾		500	D	\$ 162.03	10,946 ⁽¹⁾	D
Common Stock	05/15/2008		S ⁽²⁾		500	D	\$ 162.04	10,446 ⁽¹⁾	D
Common Stock	05/15/2008		S ⁽²⁾		465	D	\$ 162.16	9,981 ⁽¹⁾	D
Common Stock	05/15/2008		S ⁽²⁾		35	D	\$ 162.17	9,946 ⁽¹⁾	D

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Common Stock	05/15/2008	S ⁽²⁾	500	D	\$ 162.18	9,446 ⁽¹⁾	D
Common Stock	05/15/2008	S ⁽²⁾	500	D	\$ 162.3	8,946 ⁽¹⁾	D
Common Stock	05/15/2008	S ⁽²⁾	500	D	\$ 162.7	8,446 ⁽¹⁾	D

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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 8	05/15/2008		M	3,000	⁽³⁾ 12/11/2013	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Peniket David J
2100 RIVEREDGE PARKWAY
SUITE 500
ATLANTA, GA 30328

Pres.& COO of ICE Futures Eur.

Signatures

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

05/19/2008

__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) As previously reported, the reporting person also indirectly owns shares that are beneficially owned directly by the reporting person's spouse for which the reporting person disclaims beneficial ownership.
- (2) 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.
- (3) These options are fully vested.

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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