

Schoenhut Frederick W
 Form 4
 January 29, 2007

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 *
 Schoenhut Frederick W

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)
 01/25/2007

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

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		
				Code	V	Amount	
Common Stock	01/25/2007		A ⁽¹⁾	44,268	A	<u>(2)</u>	44,268 <u>(3)</u> D
Common Stock	01/25/2007		A ⁽¹⁾	22,134	A	<u>(2)</u>	22,134 <u>(3)</u> I
Common Stock	01/25/2007		A ⁽¹⁾	33,202	A	<u>(2)</u>	33,202 <u>(3)</u> I

Copia Trading Company Ltd.
 By Spouse (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schoenhut Frederick W 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328	X			

Signatures

/s/ Andrew J. Surdykowski,
Attorney-in-fact
**Signature of Reporting Person

01/29/2007
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 common stock of IntercontinentalExchange, Inc. ("ICE") received by the reporting person in connection with the exchange of membership interest in the Board of Trade of the City of New York, Inc. ("NYBOT") pursuant to an Agreement and Plan of Merger among ICE, NYBOT and CFC Acquisition Co., dated September 14, 2006, as amended on October 30, 2006 (the "Merger Agreement"). The acquisition of these securities was approved by ICE's board of directors in compliance with Rule 16b-3.
- (2) The reporting person received the shares of ICE common stock, as well as cash, as merger consideration for his NYBOT membership interests pursuant to the terms of the Merger Agreement. The shares were delivered to the reporting person's account on January 25, 2007 after the exchange agent's final calculation of the merger consideration as specified in the Merger Agreement.
- (3) The reporting person owns shares of ICE common stock directly and owns shares of ICE common stock indirectly through his spouse and Copia Trading Company Ltd.

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(4) The reporting person disclaims beneficial ownership of these securities.

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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