

Sprecher Jeffrey C
Form 4
May 09, 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 *
Sprecher Jeffrey C

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)
05/08/2008

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

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/08/2008		S ⁽¹⁾	276 D	\$ 159.71	308,801 ⁽²⁾	D
Common Stock	05/08/2008		S ⁽¹⁾	485 D	\$ 159.78	308,316 ⁽²⁾	D
Common Stock	05/08/2008		S ⁽¹⁾	554 D	\$ 159.8	307,762 ⁽²⁾	D
Common Stock	05/08/2008		S ⁽¹⁾	346 D	\$ 159.82	307,416 ⁽²⁾	D
Common Stock	05/08/2008		S ⁽¹⁾	345 D	\$ 159.84	307,071 ⁽²⁾	D

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Common Stock	05/08/2008	<u>S</u> (1)	368	D	\$ 159.87	306,703 <u>(2)</u>	D
Common Stock	05/08/2008	<u>S</u> (1)	255	D	\$ 159.89	306,448 <u>(2)</u>	D
Common Stock	05/08/2008	<u>S</u> (1)	207	D	\$ 159.93	306,241 <u>(2)</u>	D
Common Stock	05/08/2008	<u>S</u> (1)	277	D	\$ 159.96	305,964 <u>(2)</u>	D
Common Stock	05/08/2008	<u>S</u> (1)	415	D	\$ 160	305,549 <u>(2)</u>	D
Common Stock	05/08/2008	<u>S</u> (1)	278	D	\$ 160.03	305,271 <u>(2)</u>	D
Common Stock	05/08/2008	<u>S</u> (1)	415	D	\$ 160.08	304,856 <u>(2)</u>	D
Common Stock	05/08/2008	<u>S</u> (1)	276	D	\$ 160.09	304,580 <u>(2)</u>	D
Common Stock	05/08/2008	<u>S</u> (1)	346	D	\$ 160.1	304,234 <u>(2)</u>	D
Common Stock	05/08/2008	<u>S</u> (1)	278	D	\$ 160.12	303,956 <u>(2)</u>	D
Common Stock	05/08/2008	<u>S</u> (1)	138	D	\$ 160.15	303,818 <u>(2)</u>	D
Common Stock	05/08/2008	<u>S</u> (1)	346	D	\$ 160.16	303,472 <u>(2)</u>	D
Common Stock	05/08/2008	<u>S</u> (1)	276	D	\$ 160.17	303,196 <u>(2)</u>	D
Common Stock	05/08/2008	<u>S</u> (1)	138	D	\$ 160.22	303,058 <u>(2)</u>	D
Common Stock	05/08/2008	<u>S</u> (1)	311	D	\$ 160.26	302,747 <u>(2)</u>	D
Common Stock	05/08/2008	<u>S</u> (1)	69	D	\$ 160.37	302,678 <u>(2)</u>	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)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sprecher Jeffrey C 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328	X		Chief Executive Officer	

Signatures

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

05/09/2008

**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) 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.

As previously reported, the reporting person also indirectly owns shares that are beneficially owned directly by Continental Power Exchange, Inc. ("CPEX"). The reporting person beneficially owns 100% of the equity interest in CPEX. In addition, 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.

Remarks:

This is the second of four 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.