

INTERCONTINENTALEXCHANGE INC

Form 4

December 13, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CRISP CHARLES R

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)

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

12/11/2006

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

2100 RIVEREDGE  
PARKWAY, SUITE 500

(Street)

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

ATLANTA, GA 30328

(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                    | 12/11/2006                           |                                                    | M                              |                                                                   | 4,000  | A          | \$ 8                                                                                          | 11,112 <u>(1)</u>                                        | D                                                     |
| Common Stock                    | 12/11/2006                           |                                                    | M                              |                                                                   | 6,250  | A          | \$ 0                                                                                          | 17,362 <u>(1)</u>                                        | D                                                     |
| Common Stock                    | 12/11/2006                           |                                                    | S <sup>(2)</sup>               |                                                                   | 60     | D          | \$ 109.85                                                                                     | 17,302 <u>(1)</u>                                        | D                                                     |
| Common Stock                    | 12/11/2006                           |                                                    | S <sup>(2)</sup>               |                                                                   | 30     | D          | \$ 109.86                                                                                     | 17,272 <u>(1)</u>                                        | D                                                     |
| Common Stock                    | 12/11/2006                           |                                                    | S <sup>(2)</sup>               |                                                                   | 30     | D          | \$ 109.94                                                                                     | 17,242 <u>(1)</u>                                        | D                                                     |

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|              |            |             |       |   |           |                   |   |
|--------------|------------|-------------|-------|---|-----------|-------------------|---|
| Common Stock | 12/11/2006 | <u>S(2)</u> | 60    | D | \$ 109.95 | 17,182 <u>(1)</u> | D |
| Common Stock | 12/11/2006 | <u>S(2)</u> | 30    | D | \$ 109.96 | 17,152 <u>(1)</u> | D |
| Common Stock | 12/11/2006 | <u>S(2)</u> | 693   | D | \$ 110.04 | 16,459 <u>(1)</u> | D |
| Common Stock | 12/11/2006 | <u>S(2)</u> | 724   | D | \$ 110.08 | 15,735 <u>(1)</u> | D |
| Common Stock | 12/11/2006 | <u>S(2)</u> | 60    | D | \$ 110.09 | 15,675 <u>(1)</u> | D |
| Common Stock | 12/11/2006 | <u>S(2)</u> | 151   | D | \$ 110.14 | 15,524 <u>(1)</u> | D |
| Common Stock | 12/11/2006 | <u>S(2)</u> | 211   | D | \$ 110.26 | 15,313 <u>(1)</u> | D |
| Common Stock | 12/11/2006 | <u>S(2)</u> | 60    | D | \$ 110.28 | 15,253 <u>(1)</u> | D |
| Common Stock | 12/11/2006 | <u>S(2)</u> | 148   | D | \$ 110.29 | 15,105 <u>(1)</u> | D |
| Common Stock | 12/11/2006 | <u>S(2)</u> | 33    | D | \$ 110.31 | 15,072 <u>(1)</u> | D |
| Common Stock | 12/11/2006 | <u>S(2)</u> | 844   | D | \$ 110.36 | 14,228 <u>(1)</u> | D |
| Common Stock | 12/11/2006 | <u>S(2)</u> | 302   | D | \$ 110.41 | 13,926 <u>(1)</u> | D |
| Common Stock | 12/11/2006 | <u>S(2)</u> | 663   | D | \$ 110.54 | 13,263 <u>(1)</u> | D |
| Common Stock | 12/11/2006 | <u>S(2)</u> | 302   | D | \$ 110.56 | 12,961 <u>(1)</u> | D |
| Common Stock | 12/11/2006 | <u>S(2)</u> | 894   | D | \$ 110.6  | 12,067 <u>(1)</u> | D |
| Common Stock | 12/11/2006 | <u>S(2)</u> | 362   | D | \$ 110.61 | 11,705 <u>(1)</u> | D |
| Common Stock | 12/11/2006 | <u>S(2)</u> | 1,176 | D | \$ 110.66 | 10,529 <u>(1)</u> | D |
| Common Stock | 12/11/2006 | <u>S(2)</u> | 724   | D | \$ 109.81 | 9,805 <u>(1)</u>  | D |
| Common Stock | 12/11/2006 | <u>S(2)</u> | 693   | D | \$ 109.83 | 9,112 <u>(1)</u>  | 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)

required to respond unless the form displays a currently valid OMB control number.

**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                                                   | 12/11/2006                           |                                                    | M                              | 4,000                                                                                   | <sup>(3)</sup> 01/05/2015                                | Common Stock                                                  | 4,000                         |
| Restricted Stock Unit Awards               | <sup>(4)</sup>                                         | 12/11/2006                           |                                                    | M                              | 6,250                                                                                   | <sup>(5)</sup> 10/11/2014                                | Common Stock                                                  | 6,250                         |

## Reporting Owners

| Reporting Owner Name / Address                                              | Relationships |           |         |       |
|-----------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                             | Director      | 10% Owner | Officer | Other |
| CRISP CHARLES R<br>2100 RIVEREDGE PARKWAY<br>SUITE 500<br>ATLANTA, GA 30328 | X             |           |         |       |

## Signatures

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

12/13/2006

\*\*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 beneficially owns 4000 shares of Common Stock, which were purchased by the reporting person's spouse on November 21, 2005.

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- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person in November 2006.
- (3) These options are fully vested.
- (4) One-for-one.
- (5) These restricted stock units 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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