Hill Scott A Form 4 January 05, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

burden hours per response...

Estimated average

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

01/03/2011

Stock

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Hill Scott A Issuer Symbol INTERCONTINENTALEXCHANGE (Check all applicable) INC [ICE] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner _X__ Officer (give title Other (specify (Month/Day/Year) below) below) 2100 RIVEREDGE 01/03/2011 Senior V.P. & CFO PARKWAY, STE. 500 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting ATLANTA, GA 30328 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 1. Title of 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Ownership Owned (D) or Indirect (I) (Instr. 4) Following Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common F 517 (1) 01/03/2011 D 12,244 D 119.15 Stock Common 1,285

(2)

D

119.15

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

F

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

10,959

D

Edgar Filing: Hill Scott A - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities Acquired			(Instr. 3	3 and 4)		Own
	Security										Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
					Date	Date	Expiration	Or Title Nesselves			
						Exercisable Date	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Director 10% Owner Other

Hill Scott A 2100 RIVEREDGE PARKWAY STE, 500 ATLANTA, GA 30328

Senior V.P. & CFO

Signatures

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

01/05/2011

**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 common stock underlying vested restricted stock that are being withheld to satisfy payment of the Issuer's tax withholding obligation upon the vesting of the performance based restricted stock units. The shares of performance based restricted stock units were granted to the filing person on December 28, 2007. The vesting of the shares of performance based restricted stock units was conditioned upon the achievement of certain 2008 earnings before interest, taxes, depreciation, and amortization ("EBITDA") performance versus pre-established targets. The restricted stock units vested over a three year period from 2009 - 2011. The third and final tranche was issued on January 2, 2011.

Represents shares of common stock underlying vested restricted stock that are being withheld to satisfy payment of the Issuer's tax withholding obligation upon the vesting of the performance based restricted stock units. The shares of performance based restricted stock units were granted to the filing person on December 16, 2008. The vesting of the shares of performance based restricted stock units was

(2) conditioned upon the achievement of certain 2009 earnings before interest, taxes, depreciation, and amortization ("EBITDA") performance versus pre-established targets. The restricted stock units vest over a three year period from 2010 - 2012. The remaining 3,957 shares are scheduled to be issued on January 2, 2012 and taxes for this future issuance will be withheld at the time the shares are

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.

Reporting Owners 2