

INTERCONTINENTALEXCHANGE INC

Form 4

August 17, 2006

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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)

08/15/2006

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

President & COO of ICE Futures

ATLANTA, GA 30328

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

X 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/15/2006		M		12,500	A	\$ 8	16,500 <u>(1)</u>	D
Common Stock	08/15/2006		S ⁽²⁾		412	D	\$ 60	16,088 <u>(1)</u>	D
Common Stock	08/15/2006		S ⁽²⁾		156	D	\$ 60.21	15,932 <u>(1)</u>	D
Common Stock	08/15/2006		S ⁽²⁾		138	D	\$ 60.25	15,794 <u>(1)</u>	D
Common Stock	08/15/2006		S ⁽²⁾		170	D	\$ 60.27	15,624 <u>(1)</u>	D

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Common Stock	08/15/2006	<u>S(2)</u>	170	D	\$ 60.28	15,454 <u>(1)</u>	D
Common Stock	08/15/2006	<u>S(2)</u>	71	D	\$ 60.29	15,383 <u>(1)</u>	D
Common Stock	08/15/2006	<u>S(2)</u>	156	D	\$ 60.31	15,227 <u>(1)</u>	D
Common Stock	08/15/2006	<u>S(2)</u>	71	D	\$ 60.32	15,156 <u>(1)</u>	D
Common Stock	08/15/2006	<u>S(2)</u>	85	D	\$ 60.33	15,071 <u>(1)</u>	D
Common Stock	08/15/2006	<u>S(2)</u>	653	D	\$ 60.35	14,418 <u>(1)</u>	D
Common Stock	08/15/2006	<u>S(2)</u>	99	D	\$ 60.38	14,319 <u>(1)</u>	D
Common Stock	08/15/2006	<u>S(2)</u>	199	D	\$ 60.39	14,120 <u>(1)</u>	D
Common Stock	08/15/2006	<u>S(2)</u>	284	D	\$ 60.4	13,836 <u>(1)</u>	D
Common Stock	08/15/2006	<u>S(2)</u>	440	D	\$ 60.41	13,396 <u>(1)</u>	D
Common Stock	08/15/2006	<u>S(2)</u>	14	D	\$ 60.43	13,382 <u>(1)</u>	D
Common Stock	08/15/2006	<u>S(2)</u>	199	D	\$ 60.44	13,183 <u>(1)</u>	D
Common Stock	08/15/2006	<u>S(2)</u>	128	D	\$ 60.45	13,055 <u>(1)</u>	D
Common Stock	08/15/2006	<u>S(2)</u>	14	D	\$ 60.46	13,041 <u>(1)</u>	D
Common Stock	08/15/2006	<u>S(2)</u>	539	D	\$ 60.47	12,502 <u>(1)</u>	D
Common Stock	08/15/2006	<u>S(2)</u>	99	D	\$ 60.48	12,403 <u>(1)</u>	D
Common Stock	08/15/2006	<u>S(2)</u>	114	D	\$ 60.49	12,289 <u>(1)</u>	D
Common Stock	08/15/2006	<u>S(2)</u>	341	D	\$ 60.5	11,948 <u>(1)</u>	D
Common Stock	08/15/2006	<u>S(2)</u>	199	D	\$ 60.51	11,749 <u>(1)</u>	D
Common Stock	08/15/2006	<u>S(2)</u>	326	D	\$ 60.52	11,423 <u>(1)</u>	D
	08/15/2006	<u>S(2)</u>	312	D		11,111 <u>(1)</u>	D

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Common Stock					\$ 60.53		
Common Stock	08/15/2006	S ⁽²⁾	397	D	\$ 60.54	10,714 ⁽¹⁾	D
Common Stock	08/15/2006	S ⁽²⁾	199	D	\$ 60.55	10,515 ⁽¹⁾	D
Common Stock	08/15/2006	S ⁽²⁾	284	D	\$ 60.56	10,231 ⁽¹⁾	D

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

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SEC 1474
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 8	08/15/2006		M		12,500		<u>(3)</u>	10/11/2014	Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Peniket David J 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328			President & COO of ICE Futures	

Signatures

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

08/17/2006

__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 400 shares of Common Stock, which were purchased by the reporting person's spouse on November 21, 2005.
- (2) The sales reported in this Form 4 were effected pursuant to a previously disclosed Rule 10b5-1 trading plan adopted by the reporting person on May 16, 2006.
- (3) These options are fully vested.

Remarks:

This is the first of two Forms 4 being filed by the reporting person as of the date of this Form 4.

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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