

INTERCONTINENTALEXCHANGE INC  
 Form 4  
 December 13, 2006

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

OMB APPROVAL  
 OMB Number: 3235-0287  
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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 \*  
 SANDOR RICHARD L

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)  
 12/11/2006

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 Indirect Beneficial Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	12/11/2006		M			6,250	A	\$ 0	12,686	D	
Common Stock	12/11/2006		S(1)			1,046	D	\$ 109.81	11,640	D	
Common Stock	12/11/2006		S(1)			1,003	D	\$ 109.83	10,637	D	
Common Stock	12/11/2006		S(1)			88	D	\$ 109.85	10,549	D	
Common Stock	12/11/2006		S(1)			44	D	\$ 109.86	10,505	D	

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Common Stock	12/11/2006	<u>S(1)</u>	44	D	\$ 109.94	10,461	D
Common Stock	12/11/2006	<u>S(1)</u>	88	D	\$ 109.95	10,373	D
Common Stock	12/11/2006	<u>S(1)</u>	44	D	\$ 109.96	10,329	D
Common Stock	12/11/2006	<u>S(1)</u>	1,003	D	\$ 110.04	9,326	D
Common Stock	12/11/2006	<u>S(1)</u>	1,046	D	\$ 110.08	8,280	D
Common Stock	12/11/2006	<u>S(1)</u>	88	D	\$ 110.09	8,192	D
Common Stock	12/11/2006	<u>S(1)</u>	218	D	\$ 110.14	7,974	D
Common Stock	12/11/2006	<u>S(1)</u>	305	D	\$ 110.26	7,669	D
Common Stock	12/11/2006	<u>S(1)</u>	87	D	\$ 110.28	7,582	D
Common Stock	12/11/2006	<u>S(1)</u>	213	D	\$ 110.29	7,369	D
Common Stock	12/11/2006	<u>S(1)</u>	48	D	\$ 110.31	7,321	D
Common Stock	12/11/2006	<u>S(1)</u>	1,221	D	\$ 110.36	6,100	D
Common Stock	12/11/2006	<u>S(1)</u>	436	D	\$ 110.41	5,664	D
Common Stock	12/11/2006	<u>S(1)</u>	960	D	\$ 110.54	4,704	D
Common Stock	12/11/2006	<u>S(1)</u>	436	D	\$ 110.56	4,268	D
Common Stock	12/11/2006	<u>S(1)</u>	1,293	D	\$ 110.6	2,975	D
Common Stock	12/11/2006	<u>S(1)</u>	523	D	\$ 110.61	2,452	D
Common Stock	12/11/2006	<u>S(1)</u>	1,701	D	\$ 110.66	751	D
Common Stock	12/11/2006	M	6,000	A	\$ 8	6,751	D

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

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- (2) These options are fully vested.
- (3) One-for-one.
- (4) 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. 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.