

Martell Terrence F
Form 4
January 18, 2007

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Martell Terrence F

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)

01/16/2007

☒ 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	01/16/2007		A ⁽¹⁾		3,794	A	(2)	3,794	D
Common Stock	01/16/2007		S ⁽³⁾		279	D	\$ 132.09	3,515	D
Common Stock	01/16/2007		S ⁽³⁾		84	D	\$ 132.1	3,431	D
Common Stock	01/16/2007		S ⁽³⁾		46	D	\$ 132.13	3,385	D
Common Stock	01/16/2007		S ⁽³⁾		56	D	\$ 132.14	3,329	D

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Common Stock	01/16/2007	<u>S(3)</u>	279	D	\$ 132.29	3,050	D
Common Stock	01/16/2007	<u>S(3)</u>	353	D	\$ 132.36	2,697	D
Common Stock	01/16/2007	<u>S(3)</u>	195	D	\$ 132.4	2,502	D
Common Stock	01/16/2007	<u>S(3)</u>	46	D	\$ 132.41	2,456	D
Common Stock	01/16/2007	<u>S(3)</u>	19	D	\$ 132.45	2,437	D
Common Stock	01/16/2007	<u>S(3)</u>	149	D	\$ 132.49	2,288	D
Common Stock	01/16/2007	<u>S(3)</u>	28	D	\$ 132.5	2,260	D
Common Stock	01/16/2007	<u>S(3)</u>	111	D	\$ 132.52	2,149	D
Common Stock	01/16/2007	<u>S(3)</u>	163	D	\$ 132.53	1,986	D
Common Stock	01/16/2007	<u>S(3)</u>	19	D	\$ 132.54	1,967	D
Common Stock	01/16/2007	<u>S(3)</u>	297	D	\$ 132.57	1,670	D
Common Stock	01/16/2007	<u>S(3)</u>	46	D	\$ 132.58	1,624	D
Common Stock	01/16/2007	<u>S(3)</u>	19	D	\$ 132.59	1,605	D
Common Stock	01/16/2007	<u>S(3)</u>	357	D	\$ 132.63	1,248	D
Common Stock	01/16/2007	<u>S(3)</u>	28	D	\$ 132.67	1,220	D
Common Stock	01/16/2007	<u>S(3)</u>	288	D	\$ 132.69	932	D
Common Stock	01/16/2007	<u>S(3)</u>	28	D	\$ 132.71	904	D
Common Stock	01/16/2007	<u>S(3)</u>	158	D	\$ 132.78	746	D
Common Stock	01/16/2007	<u>S(3)</u>	227	D	\$ 133.68	519	D
Common Stock	01/16/2007	<u>S(3)</u>	19	D	\$ 133.73	500	D

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Martell Terrence F
2100 RIVEREDGE PARKWAY
SUITE 500
ATLANTA, GA 30328 X

Signatures

/s/ Andrew J. Surdykowski,
Attorney-in-fact 01/18/2007

____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 of IntercontinentalExchange, Inc. ("ICE") received by the Reporting Person in connection with a bonus pool consisting of cash and shares of ICE common stock allocated by The Board of Trade of the City of New York ("NYBOT") to certain of its eligible governors and employees pursuant to an Agreement and Plan of Merger among ICE, NYBOT and CFC Acquisition Co., dated September 14, 2006, as amended on October 30, 2006 (the "Merger Agreement"). The acquisition of these securities was approved by ICE's board of directors in compliance with Rule 16b-3(d)(1).

(1) The number of shares allocated to the Reporting Person was based on services rendered to NYBOT, subject to reductions based on the closing price of ICE common stock on the New York Stock Exchange on the day prior to the closing of the merger between NYBOT and ICE, which was \$136.54 per share.

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(3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

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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