

INTERCONTINENTALEXCHANGE INC
Form 4
January 11, 2008

FORM 4

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

OMB APPROVAL

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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 *
Short Johnathan H

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

3. Date of Earliest Transaction (Month/Day/Year)
01/10/2008

____ Director
 Officer (give title below) Sr VP, Gen. Coun. & Corp. Sec.
____ 10% Owner
____ Other (specify below)

(Street)
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 or Price		
Common Stock	01/10/2008		A		38,750 (1)	A	\$ 0 44,293
Common Stock	01/10/2008		F		16,132 (2)	D	\$ 173.48 28,161
Common Stock	01/10/2008		S(3)		424	D	\$ 166.49 27,737
Common Stock	01/10/2008		S(3)		76	D	\$ 166.5 27,661
Common Stock	01/10/2008		S(3)		500	D	\$ 166.6 27,161

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Common Stock	01/10/2008	S ⁽³⁾	500	D	\$ 166.75	26,661	D
Common Stock	01/10/2008	S ⁽³⁾	1,000	D	\$ 166.8	25,661	D
Common Stock	01/10/2008	S ⁽³⁾	500	D	\$ 166.9	25,161	D

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 Owned Following Reporting Transaction (Instr. 6)
				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
Short Johnathan H 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328			Sr VP, Gen. Coun. & Corp. Sec.	

Signatures

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

01/11/2008

__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 performance based restricted stock issued to the filing person under the IntercontinentalExchange, Inc. 2004 Restricted Stock Plan on September 20, 2004. The vesting of these performance based shares of restricted stock was linked to the achievement of earnings before interest, taxes, depreciation, and amortization (or EBITDA) performance versus pre-established targets between 2005 and 2007. This award of performance based restricted stock was designed as a multi-year equity grant and no additional equity awards were granted to the reporting person until February 2006. The Issuer achieved the maximum performance target for this grant.
- (1)
 - (2) Represents shares of common stock underlying vested restricted stock units that are being withheld to satisfy payment of the Issuer's tax withholding obligation.
 - (3) The sales reported in this Form 4 were effected pursuant to a pre-arranged trading plan established in accordance with Rule 10b5-1 of the Securities Act of 1934, as amended.

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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