Sprecher Jeffrey C Form 4 November 23, 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

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Washington, D.C. 20549

3235-0287 Number: January 31,

OMB APPROVAL

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per

0.5

Form 5 obligations may continue. See Instruction

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)

1. Name and Address of Reporting Person * Sprecher Jeffrey C

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

INTERCONTINENTALEXCHANGE

(Check all applicable)

INC [ICE]

(Last) (First) (Middle) 3. Date of Earliest Transaction

_X__ Director 10% Owner _X__ Officer (give title _ _ Other (specify

6. Individual or Joint/Group Filing(Check

Chief Executive Officer

(Month/Day/Year)

11/19/2009

below)

2100 RIVEREDGE PARKWAY, SUITE 500

> (Street) 4. If Amendment, Date Original

> > Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

ATLANTA, GA 30328

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit corr Dispos (Instr. 3,	ed of		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)
Common Stock	11/19/2009		S <u>(1)</u>	4,186	D	\$ 106.58 (2)	34,495 <u>(3)</u>	I	By spouse
Common Stock	11/19/2009		S <u>(1)</u>	1,814	D	\$ 107.2 (4)	32,681 <u>(3)</u>	I	By spouse
Common Stock	11/19/2009		M	1,500	A	\$8	34,181 <u>(3)</u>	I	By spouse
Common Stock	11/19/2009		S <u>(1)</u>	50,395	D	\$ 106 (5)	1,826,946 (6)	I	CPEX
	11/19/2009		S <u>(1)</u>	19,205	D		1,807,741 (6)	I	CPEX

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

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SEC 1474

(9-02)

Ι

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 8	11/19/2009		M	1,500	<u>(9)</u>	04/11/2015	Common Stock	1,500

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Relationships Officer Chief Executive Officer	Other			
Sprecher Jeffrey C 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328	X		Chief Executive Officer				
Signatures							

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

**Signature of Reporting Person Date

Reporting Owners 2

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) The sales reported in this Form 4 were effected pursuant to a previously announced, pre-arranged trading plan established in accordance with Rule 10b5-1 of the Securities Act of 1934, as amended.
- The price range for this aggregate amount is \$106.12 \$107.09. The Issuer will upon request by the Staff of the U.S. Securities and (2) Exchange Commission or a security holder of the Issuer provide the full information regarding the number of shares sold at each separate price.
- As previously reported, the reporting person also indirectly owns 1,807,341 shares that are beneficially owned directly by Continental (3) Power Exchange, Inc. ("CPEX"). The reporting person beneficially owns 100% of the equity interest in CPEX. Additionally, as previously reported, the reporting person also beneficially owns shares directly.
- The price range for this aggregate amount is \$107.10 \$107.63. The Issuer will upon request by the Staff of the U.S. Securities and (4) Exchange Commission or a security holder of the Issuer provide the full information regarding the number of shares sold at each separate price.
- The price range for this aggregate amount is \$105.50 \$106.47. The Issuer will upon request by the Staff of the U.S. Securities and (5) Exchange Commission or a security holder of the Issuer provide the full information regarding the number of shares sold at each separate price.
 - These shares are beneficially owned directly by CPEX. Mr. Sprecher beneficially owns 100% of the equity interest in CPEX directly.
- (6) Additionally, as previously reported, the reporting person also indirectly owns shares that are beneficially owned directly by the reporting person's spouse for which the reporting person disclaims beneficial ownership.
- The price range for this aggregate amount is \$106.48 \$107.41. The Issuer will upon request by the Staff of the U.S. Securities and (7) Exchange Commission or a security holder of the Issuer provide the full information regarding the number of shares sold at each separate price.
- The price range for this aggregate amount is \$107.50 \$107.64. The Issuer will upon request by the Staff of the U.S. Securities and (8) Exchange Commission or a security holder of the Issuer provide the full information regarding the number of shares sold at each separate price.
- (9) These options 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.