

Goone David S
 Form 4
 January 12, 2007

FORM 4

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

OMB APPROVAL

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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 *
 Goone David S

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)
 01/10/2007

____ Director ____ 10% Owner
 Officer (give title below) ____ Other (specify below)
 Senior VP,Business Development

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	01/10/2007		S ⁽¹⁾	750 D \$ 124.33	0	I	By daughter
Common Stock	01/10/2007		S ⁽¹⁾	750 D \$ 124.33	0	I	By son
Common Stock	01/10/2007		M	32,695 ⁽²⁾ A \$ 0	52,485	D	
Common Stock	01/10/2007		F	12,159 ⁽³⁾ D \$ 135.25	40,326	D	
Common Stock	01/10/2007		S ⁽⁴⁾	2,000 D \$ 124.9	38,326	D	

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Common Stock	01/10/2007	<u>S</u> (4)	2,100	D	\$ 124.96	36,226	D
Common Stock	01/10/2007	<u>S</u> (4)	1,460	D	\$ 125.06	34,766	D
Common Stock	01/10/2007	<u>S</u> (4)	200	D	\$ 125.08	34,566	D
Common Stock	01/10/2007	<u>S</u> (4)	1,300	D	\$ 125.09	33,266	D
Common Stock	01/10/2007	<u>S</u> (4)	400	D	\$ 125.1	32,866	D
Common Stock	01/10/2007	<u>S</u> (4)	100	D	\$ 125.11	32,766	D
Common Stock	01/10/2007	<u>S</u> (4)	100	D	\$ 125.12	32,666	D
Common Stock	01/10/2007	<u>S</u> (4)	1,040	D	\$ 125.13	31,626	D
Common Stock	01/10/2007	<u>S</u> (4)	100	D	\$ 125.17	31,526	D
Common Stock	01/10/2007	<u>S</u> (4)	2,900	D	\$ 125.19	28,626	D
Common Stock	01/10/2007	<u>S</u> (4)	1,600	D	\$ 125.27	27,026	D
Common Stock	01/10/2007	<u>S</u> (4)	1,800	D	\$ 125.37	25,226	D
Common Stock	01/10/2007	<u>S</u> (4)	1,800	D	\$ 125.45	23,426	D
Common Stock	01/10/2007	<u>S</u> (4)	2,000 (4)	D	\$ 125.46	21,426	D
Common Stock	01/10/2007	<u>S</u> (4)	1,500 (4)	D	\$ 125.5	19,926	D
Common Stock	01/11/2007	<u>S</u> (4)	136 (4)	D	\$ 135.25	19,790	D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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
Restricted Stock Unit Awards	<u>(5)</u>	01/10/2007		M		<u>(6)</u>	10/11/2014	Common Stock	32,695

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goone David S 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328			Senior VP, Business Development	

Signatures

/s/ Andrew J. Surdykowski, Attorney-in-fact	01/12/2007
**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).
- (1) Represents sale of indirectly beneficially owned Common Stock by the reporting person's minor child pursuant to a Rule 10b5-1 trading plan adopted by the reporting person in November 2006.
 - (2) Represents 32,695 shares of Common Stock, par value \$0.01 per share (the "Common Stock"), delivered pursuant to 32,695 vested restricted stock units.
 - (3) Represents shares of Common Stock underlying vested restricted stock units that are being withheld to satisfy payment of the Issuer's tax withholding obligation.
 - (4) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person in November 2006.
 - (5) One-for-one.
 - (6) 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.