

INTERCONTINENTALEXCHANGE INC

Form 4

February 21, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Marcial Edwin D

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)
02/20/2007

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Chief Technology Officer & SVP

4. If Amendment, Date Original
Filed(Month/Day/Year)

ATLANTA, GA 30328

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 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)
Common Stock	02/20/2007		M	3,000	A \$ 8	27,471	D
Common Stock	02/20/2007		S ⁽¹⁾	300	D \$ 159	27,171	D
Common Stock	02/20/2007		S ⁽¹⁾	200	D \$ 159.01	26,971	D
Common Stock	02/20/2007		S ⁽¹⁾	100	D \$ 159.03	26,871	D
Common Stock	02/20/2007		S ⁽¹⁾	914	D \$ 159.05	25,957	D

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Common Stock	02/20/2007	S ⁽¹⁾	100	D	\$ 159.06	25,857	D
Common Stock	02/20/2007	S ⁽¹⁾	300	D	\$ 159.07	25,557	D
Common Stock	02/20/2007	S ⁽¹⁾	100	D	\$ 159.08	25,457	D
Common Stock	02/20/2007	S ⁽¹⁾	100	D	\$ 159.09	25,357	D
Common Stock	02/20/2007	S ⁽¹⁾	100	D	\$ 159.2	25,257	D
Common Stock	02/20/2007	S ⁽¹⁾	486	D	\$ 159.21	24,771	D
Common Stock	02/20/2007	S ⁽¹⁾	100	D	\$ 159.23	24,671	D
Common Stock	02/20/2007	S ⁽¹⁾	200	D	\$ 159.26	24,471	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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 8	02/20/2007		M	3,000	⁽²⁾ 12/11/2013	Common Stock	3,000

Signatures

02/21/2007

Date _____

Explanation of Responses:

- 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.