

INTERCONTINENTALEXCHANGE INC

Form 4

August 16, 2006

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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
08/14/2006

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

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				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)
			(A) or (D)	(A) or (D)	(A) or (D)	(A) or (D)			
			Code	V	Amount	Price			
Common Stock	08/14/2006		M		19,913	\$ 8	49,605	D	
Common Stock	08/14/2006		M		7,477	\$ 4.2	57,082	D	
Common Stock	08/14/2006		S ⁽¹⁾		100	\$ 59.51	56,982	D	
Common Stock	08/14/2006		S ⁽¹⁾		116	\$ 59.57	56,866	D	
Common Stock	08/14/2006		S ⁽¹⁾		184	\$ 59.6	56,682	D	

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Common Stock	08/14/2006	<u>S(1)</u>	300	D	\$ 59.61	56,382	D
Common Stock	08/14/2006	<u>S(1)</u>	200	D	\$ 59.62	56,182	D
Common Stock	08/14/2006	<u>S(1)</u>	300	D	\$ 59.63	55,882	D
Common Stock	08/14/2006	<u>S(1)</u>	200	D	\$ 59.68	55,682	D
Common Stock	08/14/2006	<u>S(1)</u>	400	D	\$ 59.71	55,282	D
Common Stock	08/14/2006	<u>S(1)</u>	200	D	\$ 59.72	55,082	D
Common Stock	08/14/2006	<u>S(1)</u>	900	D	\$ 59.82	54,182	D
Common Stock	08/14/2006	<u>S(1)</u>	590	D	\$ 59.84	53,592	D
Common Stock	08/14/2006	<u>S(1)</u>	700	D	\$ 59.86	52,892	D
Common Stock	08/14/2006	<u>S(1)</u>	200	D	\$ 59.89	52,692	D
Common Stock	08/14/2006	<u>S(1)</u>	700	D	\$ 59.9	51,992	D
Common Stock	08/14/2006	<u>S(1)</u>	1,400	D	\$ 59.91	50,592	D
Common Stock	08/14/2006	<u>S(1)</u>	200	D	\$ 59.92	50,392	D
Common Stock	08/14/2006	<u>S(1)</u>	200	D	\$ 59.93	50,192	D
Common Stock	08/14/2006	<u>S(1)</u>	200	D	\$ 59.94	49,992	D
Common Stock	08/14/2006	<u>S(1)</u>	700	D	\$ 59.95	49,292	D
Common Stock	08/14/2006	<u>S(1)</u>	823	D	\$ 59.96	48,469	D
Common Stock	08/14/2006	<u>S(1)</u>	400	D	\$ 59.99	48,069	D
Common Stock	08/14/2006	<u>S(1)</u>	700	D	\$ 60	47,369	D
Common Stock	08/14/2006	<u>S(1)</u>	500	D	\$ 60.01	46,869	D
	08/14/2006	<u>S(1)</u>	900	D		45,969	D

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Common Stock						\$ 60.02	
Common Stock	08/14/2006	S ⁽¹⁾	200	D		\$ 60.03	45,769 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)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 8	08/14/2006		M	19,913	⁽²⁾ 12/11/2013	Common Stock	19,913	
Employee Stock Option (right to buy)	\$ 4.2	08/14/2006		M	7,477	⁽²⁾ 06/28/2010	Common Stock	7,477	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marcial Edwin D 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328			Chief Technology Officer & SVP	

Signatures

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

08/16/2006

__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) The sales reported in this Form 4 were effected pursuant to a previously disclosed Rule 10b5-1 trading plan adopted by the reporting person on May 16, 2006.
 - (2) These options are fully vested.

Remarks:

This is the first of two Forms 4 being filed by the reporting person as of the date of this Form 4.

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.