

Vice Charles A
 Form 4
 February 18, 2009

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 *
 Vice Charles A

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)
 02/13/2009

____ Director ____ 10% Owner
 Officer (give title below) ____ Other (specify below)
 President & Chief Op. Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/13/2009 | | A | (1) | 8,854 \$ 0 | D | |
| Common Stock | 02/13/2009 | | F | (2) | 1,253 \$ 63.12 | D | |

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

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SEC 1474 (9-02)

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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. | 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. Nu |
|--|--|--------------------------------------|--|-------------|------------|--|---|--|--------|
| | | | | Transaction | Code | of | | | Deriv |
| | | | | Number | (Instr. 8) | Derivative | | | Secur |
| | | | | Acquired | (A) or | Disposed | | | Own |
| | | | | of (D) | (Instr. 3, | 4, and 5) | | | Follo |
| | | | | Date | Expiration | Title | Amount | | Trans |
| | | | | Exercisable | Date | | or | | (Instr |
| | | | | Code | V (A) (D) | | Number | | |
| | | | | | | | of | | |
| | | | | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|--|
| | Director 10% Owner Officer Other |
| Vice Charles A 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328 | President & Chief Op. Officer |

Signatures

/s/ Andrew J. Surdykowski, 02/18/2009
 Attorney-in-fact

_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 shares of performance based restricted stock units granted to the filing person on December 28, 2007. The vesting of the shares of performance based restricted stock units was conditioned upon the achievement of certain 2008 earnings before interest, taxes, depreciation, and amortization ("EBITDA") performance versus pre-established targets. The restricted stock units vest over three years (1/3 on February 13, 2009; 1/3 on January 2, 2010; and 1/3 on January 2, 2011). Of the 8,854 shares of common stock, 2,951 shares were issued on February 13, 2009, of which 1,253 shares were withheld to satisfy payment of the Issuer's tax withholding obligation. The remaining 5,903 shares are scheduled to be issued on the two remaining vesting dates and taxes for these future issuances will be withheld at the time the shares are issued.
 - (2) Represents shares of common stock underlying vested restricted stock that are being withheld to satisfy payment of the Issuer's tax withholding obligation.

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.