

INTERCONTINENTALEXCHANGE INC  
 Form 4  
 June 23, 2008

**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 \*  
 Sprecher Jeffrey C

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)  
 06/19/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Executive 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	06/19/2008		S <sup>(1)</sup>	D	6,075	\$ 132.44	1,986,903 <sup>(2)</sup> I CPEX
Common Stock	06/19/2008		S <sup>(1)</sup>	D	1,528	\$ 132.45	1,985,375 <sup>(2)</sup> I CPEX
Common Stock	06/19/2008		S <sup>(1)</sup>	D	1,925	\$ 132.46	1,983,450 <sup>(2)</sup> I CPEX
Common Stock	06/19/2008		S <sup>(1)</sup>	D	1,112	\$ 132.47	1,982,338 <sup>(2)</sup> I CPEX
Common Stock	06/19/2008		S <sup>(1)</sup>	D	1,707	\$ 132.48	1,980,631 <sup>(2)</sup> I CPEX

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Common Stock	06/19/2008	<u>S(1)</u>	6,527	D	\$ 132.49	1,974,104 <u>(2)</u>	I	CPEX
Common Stock	06/19/2008	<u>S(1)</u>	4,114	D	\$ 132.5	1,969,990 <u>(2)</u>	I	CPEX
Common Stock	06/19/2008	<u>S(1)</u>	1,343	D	\$ 132.51	1,968,647 <u>(2)</u>	I	CPEX
Common Stock	06/19/2008	<u>S(1)</u>	1,678	D	\$ 132.52	1,966,969 <u>(2)</u>	I	CPEX
Common Stock	06/19/2008	<u>S(1)</u>	830	D	\$ 132.53	1,966,139 <u>(2)</u>	I	CPEX
Common Stock	06/19/2008	<u>S(1)</u>	1,954	D	\$ 132.54	1,964,185 <u>(2)</u>	I	CPEX
Common Stock	06/19/2008	<u>S(1)</u>	1,105	D	\$ 132.55	1,963,080 <u>(2)</u>	I	CPEX
Common Stock	06/19/2008	<u>S(1)</u>	85	D	\$ 132.57	1,962,995 <u>(2)</u>	I	CPEX
Common Stock	06/19/2008	<u>S(1)</u>	170	D	\$ 132.57	1,962,825 <u>(2)</u>	I	CPEX
Common Stock	06/19/2008	<u>S(1)</u>	807	D	\$ 132.58	1,962,018 <u>(2)</u>	I	CPEX
Common Stock	06/19/2008	<u>S(1)</u>	170	D	\$ 132.59	1,961,848 <u>(2)</u>	I	CPEX
Common Stock	06/19/2008	<u>S(1)</u>	85	D	\$ 132.6	1,961,763 <u>(2)</u>	I	CPEX
Common Stock	06/19/2008	<u>S(1)</u>	1,359	D	\$ 132.61	1,960,404 <u>(2)</u>	I	CPEX
Common Stock	06/19/2008	<u>S(1)</u>	632	D	\$ 132.62	1,959,772 <u>(2)</u>	I	CPEX
Common Stock	06/19/2008	<u>S(1)</u>	170	D	\$ 132.63	1,959,602 <u>(2)</u>	I	CPEX
Common Stock	06/19/2008	<u>S(1)</u>	85	D	\$ 132.64	1,959,517 <u>(2)</u>	I	CPEX
Common Stock	06/19/2008	<u>S(1)</u>	169	D	\$ 132.65	1,959,348 <u>(2)</u>	I	CPEX
Common Stock	06/19/2008	<u>S(1)</u>	170	D	\$ 132.67	1,959,178 <u>(2)</u>	I	CPEX
Common Stock	06/20/2008	<u>S(1)</u>	6,200	D	\$ 133	1,952,978 <u>(2)</u>	I	CPEX

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

**Persons who respond to the collection of information contained in this form are not**

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

Table with columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities Acquired (A) or Disposed of (D), 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities Owned Following Reporting Transaction.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for Sprecher Jeffrey C, Chief Executive Officer.

Signatures

/s/ Andrew J. Surdykowski, Attorney-in-fact, 06/23/2008

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 pre-arranged trading plan established in accordance with Rule 10b5-1 of the Securities Act of 1934, as amended.
These shares are beneficially owned directly by CPEX. Mr. Sprecher beneficially owns 100% of the equity interest in CPEX directly.
(2) 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.

Remarks:

This is the second of two Forms 4 being filed by the reporting person as of the date of this form. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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