#### CRISP CHARLES R

Form 4

January 06, 2009

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CRISP CHARLES R			2. Issuer Name <b>and</b> Ticker or Trading Symbol INTERCONTINENTALEXCHANGE INC [ICE]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last) 2100 RIVER PARKWAY	(First) REDGE 7, SUITE 500	(Middle)	3. Date of (Month/Da 01/02/20	· ·				X Director 10% Owner Officer (give title Other (specify below)			
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
ATLANTA, GA 30328				(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative (	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Execution	emed on Date, if Day/Year)	3. Transaction Code (Instr. 8)	(Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	01/02/2009			M	4,688	A	\$ 0	16,824 <u>(1)</u>	D		
Common Stock	01/06/2009			S(2)	4,817	D	\$ 64.29 (3)	12,007 (1)	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. Transacti Code (Instr. 8)	5. Number on 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>(4)</u>	01/02/2009		M	4,688	<u>(5)</u>	10/11/2014	Common Stock	4,688

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
.r	Director	10% Owner	Officer	Other		
CRISP CHARLES R 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328	X					

## **Signatures**

/s/ Andrew J. Surdykowski,
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) 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.
- (2) 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.
- The price range for the aggregate amount sold by the direct holder is \$64.04 \$64.61. The Issuer will upon request by the Staff of the (3) U.S. Securities and Exchange Commission or a security holder of the Issuer provide the full information regarding the number of shares sold at each separate price.
- (4) One for one.
- (5) 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.

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