

Sprecher Jeffrey C
 Form 4
 December 19, 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 *
 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)
 12/15/2006

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 12/15/2006 | | M | | | 27,958 | A | \$ 8 | 81,958 ⁽¹⁾ | D | |
| Common Stock | 12/15/2006 | | M | | | 8,700 | A | \$ 4.2 | 90,658 ⁽¹⁾ | D | |
| Common Stock | 12/15/2006 | | S ⁽²⁾ | | | 367 | D | \$ 103.82 | 90,291 ⁽¹⁾ | D | |
| Common Stock | 12/15/2006 | | S ⁽²⁾ | | | 46 | D | \$ 103.83 | 90,245 ⁽¹⁾ | D | |
| Common Stock | 12/15/2006 | | S ⁽²⁾ | | | 780 | D | \$ 103.94 | 89,465 ⁽¹⁾ | D | |

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| | | | | | | | |
|--------------|------------|-------------|-------|---|-----------|-------------------|---|
| Common Stock | 12/15/2006 | <u>S(2)</u> | 184 | D | \$ 103.99 | 89,281 <u>(1)</u> | D |
| Common Stock | 12/15/2006 | <u>S(2)</u> | 1,606 | D | \$ 104.34 | 87,675 <u>(1)</u> | D |
| Common Stock | 12/15/2006 | <u>S(2)</u> | 92 | D | \$ 104.35 | 87,583 <u>(1)</u> | D |
| Common Stock | 12/15/2006 | <u>S(2)</u> | 2,019 | D | \$ 104.36 | 85,564 <u>(1)</u> | D |
| Common Stock | 12/15/2006 | <u>S(2)</u> | 92 | D | \$ 104.37 | 85,472 <u>(1)</u> | D |
| Common Stock | 12/15/2006 | <u>S(2)</u> | 1,514 | D | \$ 104.39 | 83,958 <u>(1)</u> | D |
| Common Stock | 12/15/2006 | <u>S(2)</u> | 184 | D | \$ 104.4 | 83,774 <u>(1)</u> | D |
| Common Stock | 12/15/2006 | <u>S(2)</u> | 275 | D | \$ 104.46 | 83,499 <u>(1)</u> | D |
| Common Stock | 12/15/2006 | <u>S(2)</u> | 46 | D | \$ 104.8 | 83,453 <u>(1)</u> | D |
| Common Stock | 12/15/2006 | <u>S(2)</u> | 92 | D | \$ 104.83 | 83,361 <u>(1)</u> | D |
| Common Stock | 12/15/2006 | <u>S(2)</u> | 275 | D | \$ 104.87 | 83,086 <u>(1)</u> | D |
| Common Stock | 12/15/2006 | <u>S(2)</u> | 46 | D | \$ 104.91 | 83,040 <u>(1)</u> | D |
| Common Stock | 12/15/2006 | <u>S(2)</u> | 229 | D | \$ 105.1 | 82,811 <u>(1)</u> | D |
| Common Stock | 12/15/2006 | <u>S(2)</u> | 1,101 | D | \$ 105.11 | 81,710 <u>(1)</u> | D |
| Common Stock | 12/15/2006 | <u>S(2)</u> | 184 | D | \$ 105.24 | 81,526 <u>(1)</u> | D |
| Common Stock | 12/15/2006 | <u>S(2)</u> | 46 | D | \$ 105.39 | 81,480 <u>(1)</u> | D |
| Common Stock | 12/15/2006 | <u>S(2)</u> | 138 | D | \$ 105.5 | 81,342 <u>(1)</u> | D |
| Common Stock | 12/15/2006 | <u>S(2)</u> | 734 | D | \$ 105.58 | 80,608 <u>(1)</u> | D |
| Common Stock | 12/15/2006 | <u>S(2)</u> | 550 | D | \$ 105.63 | 80,058 <u>(1)</u> | D |
| Common Stock | 12/15/2006 | <u>S(2)</u> | 138 | D | \$ 105.67 | 79,920 <u>(1)</u> | D |
| | 12/15/2006 | <u>S(2)</u> | 34 | D | | 79,886 <u>(1)</u> | D |

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| | | | | | | | | | |
|--------------|------------|--|------------------|-------|---|--------|--------|----------------|---|
| Common Stock | | | | | | \$ | | | |
| | | | | | | 105.69 | | | |
| Common Stock | 12/15/2006 | | S ⁽²⁾ | 964 | D | \$ | 78,922 | ⁽¹⁾ | D |
| | | | | | | 105.76 | | | |
| Common Stock | 12/15/2006 | | S ⁽²⁾ | 1,239 | D | \$ | 77,683 | ⁽¹⁾ | D |
| | | | | | | 105.78 | | | |

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 required to respond unless the form displays a currently valid OMB control number.

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 4.2 | 12/15/2006 | | M | 8,700 | ⁽³⁾ 06/28/2010 | Common Stock | 8,700 | |
| Employee Stock Option (right to buy) | \$ 8 | 12/15/2006 | | M | 27,958 | ⁽³⁾ 12/11/2013 | Common Stock | 27,958 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sprecher Jeffrey C 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328 | X | | Chief Executive Officer | |

Signatures

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

12/19/2006

__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).

- As previously reported, the reporting person also indirectly owns shares that are beneficially owned directly by Continental Power Exchange, Inc. ("CPEX"). Prior to the reported transactions, the reporting person beneficially owned 98.5% of the equity interest in CPEX directly and held an irrevocable proxy to vote the remaining 1.5%. As a result of the reported transactions filed on Forms 4 dated
- (1) December 19, 2006, the reporting person has acquired 100% of the equity interest in CPEX. 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.
 - (2) 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.
 - (3) These options are fully vested.

Remarks:

This is the first of five 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.

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