

INTERCONTINENTALEXCHANGE INC
Form 4
January 11, 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 *
Goone David S

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

3. Date of Earliest Transaction (Month/Day/Year)
01/10/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP,Business Development

(Street)
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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 01/10/2008 | | A | | 3,633 (1) | A | \$ 0 26,433 D |
| Common Stock | 01/10/2008 | | A | | 29,125 (2) | A | \$ 0 55,558 D |
| Common Stock | 01/10/2008 | | F | | 12,347 (3) | D | \$ 173.48 43,211 D |
| Common Stock | 01/10/2008 | | A | | 29,000 (4) | A | \$ 0 72,211 D |

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. SEC 1474 (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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Goone David S 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328 | | | Senior VP, Business Development | |

Signatures

/s/ Andrew J. Surdykowski, Attorney-in-fact 01/11/2008

__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 restricted stock issued to the filing person under the IntercontinentalExchange, Inc. 2004 Restricted Stock Plan. Represents shares of performance based restricted stock granted to the filing person under the IntercontinentalExchange, Inc. 2004 Restricted Stock Plan on September 20, 2004. The vesting of these performance based shares of restricted stock was linked to the achievement of earnings before interest, taxes, depreciation, and amortization (or EBITDA) performance versus pre-established targets between 2005 and 2007. This award of performance based restricted stock was designed as a multi-year equity grant and no additional equity awards were granted to the reporting person until February 2006. The Issuer achieved the maximum performance target for this grant and these shares were issued to the filing person on January 10, 2008.
- (2)
- (3) Represents shares of common stock underlying vested restricted stock units that are being withheld to satisfy payment of the Issuer's tax withholding obligation.

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- Represents shares of performance based restricted stock earned but not yet issued to the filing person under the IntercontinentalExchange, Inc. 2004 Restricted Stock Plan on September 20, 2004. The vesting of these performance based shares of restricted stock was linked to the achievement of earnings before interest, taxes, depreciation, and amortization (or EBITDA) performance versus pre-established
- (4) targets between 2005 and 2007. This award of performance based restricted stock was designed as a multi-year equity grant and no additional equity awards were granted to the reporting person until February 2006. The Issuer achieved the maximum performance target for this grant. The reporting person has elected to defer the issuance of these shares until January 08, 2009. Taxes for the future issuance of these shares will be withheld at the time the shares are issued.

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.