

Vice Charles A
Form 4
December 30, 2005

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Vice Charles A

2. Issuer Name **and** Ticker or Trading
Symbol

5. Relationship of Reporting Person(s) to
Issuer

INTERCONTINENTALEXCHANGE
INC [ICE]

(Check all applicable)

(Last) (First) (Middle)

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

____ Director ____ 10% Owner
__X__ Officer (give ____ Other (specify
title below) below)

PRESIDENT & CHIEF OP. OFFICER

2100 RIVEREDGE PARKWAY,
SUITE 500, C/O
INTERCONTINENTALEXCHANGE,
INC.

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

ATLANTA, GA 30328

(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	(D)	Price

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

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(9-02)

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

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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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.2	12/28/2005		M	25,000	<u>(1)</u> 06/28/2010	Class A Common Stock, Series 2 <u>(2)</u>	25,000
Class A Common Stock, Series 2	<u>(3)</u>	12/28/2005		M	25,000 <u>(2)</u>	<u>(2)</u> <u>(4)</u>	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Vice Charles A 2100 RIVEREDGE PARKWAY, SUITE 500 C/O INTERCONTINENTALEXCHANGE, INC. ATLANTA, GA 30328	Director 10% Owner Officer Other PRESIDENT & CHIEF OP. OFFICER

Signatures

/s/ ANDREW J. SURDYKOWSKI,
ATTORNEY-IN-FACT

12/29/2005

 **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) These options are fully vested.

The Class A Common Stock, Series 2, is convertible into Common Stock, \$0.01 par value per share, on a one-for-one basis, at any time at the option of the holder, subject to such terms and conditions as may be adopted by the Issuer's board of directors, following the date that is 180 days after the closing date of the Issuer's initial public offering.

(3) One-for-one.

(4) N/A.

(5) In addition to these 33,750 derivative securities, as previously reported, Mr. Vice beneficially owns 2,500 shares of Common Stock

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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