INTERCONTINENTALEXCHANGE INC Form 4 November 16, 2006 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 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 \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Sprecher Jeffrey C Issuer Symbol INTERCONTINENTALEXCHANGE (Check all applicable) INC [ICE] 10% Owner (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director \_X\_\_Officer (give title ) Other (specify (Month/Day/Year) below) below) 2100 RIVEREDGE 11/15/2006 Chief Executive Officer PARKWAY, SUITE 500 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting ATLANTA, GA 30328 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount Price (D) Common See **S**<sup>(1)</sup> 11/15/2006 D 2,097,505 (2) I 1,407 Stock 93.39 footnote 1. Common See 11/15/2006 **S**<sup>(1)</sup> 270 D \$ 93.5 2,097,235 (2) I Stock footnote 1. Common See 2,095,666 (2) I 11/15/2006 S<sup>(1)</sup> 1,569 D 93 57 Stock footnote 1. Common See S<sup>(1)</sup> 2,094,042 (2) 1.624 D 11/15/2006 Ι Stock 93 58 footnote 1. Common See S<sup>(1)</sup> 11/15/2006 1.840 D \$ 93.6 2.092.202<sup>(2)</sup> I Stock footnote 1.

Common Stock	11/15/2006	S <u>(1)</u>	1,258	D	\$ 93.65	2,090,944 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	595	D	\$ 93.66	2,090,349 <u>(2)</u>	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	1,245	D	\$ 93.67	2,089,104 (2)	Ι	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	108	D	\$ 93.7	2,088,996 (2)	Ι	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	162	D	\$ 93.71	2,088,834 (2)	Ι	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	541	D	\$ 93.72	2,088,293 <u>(2)</u>	Ι	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	650	D	\$ 93.73	2,087,643 <u>(2)</u>	Ι	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	487	D	\$ 93.76	2,087,156 (2)	Ι	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	541	D	\$ 93.77	2,086,615 <u>(2)</u>	Ι	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	2,057	D	\$ 93.79	2,084,558 <u>(2)</u>	Ι	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	1,028	D	\$ 93.8	2,083,530 <u>(2)</u>	Ι	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	325	D	\$ 93.81	2,083,205 <u>(2)</u>	Ι	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	1,515	D	\$ 93.82	2,081,690 <u>(2)</u>	Ι	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	54	D	\$ 93.83	2,081,636 (2)	Ι	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	433	D	\$ 93.84	2,081,203 <u>(2)</u>	Ι	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	596	D	\$ 93.85	2,080,607 (2)	Ι	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	324	D	\$ 93.87	2,080,283 <u>(2)</u>	Ι	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	1,190	D	\$ 93.89	2,079,093 (2)	Ι	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	270	D	\$ 93.9	2,078,823 (2)	Ι	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	108	D	\$ 93.93	2,078,715 <u>(2)</u>	Ι	See footnote 1.
	11/15/2006	S <u>(1)</u>	162	D		2,078,553 <u>(2)</u>	Ι	

Common	\$	See
Stock	93.94	footnote 1.

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.

 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)	4. Transactio Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	;	Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Amo or Title Num of Shar	nber	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Sprecher Jeffrey C 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328	Х		Chief Executive Officer					
Signatures								
/s/ Andrew J. Surdykowski, Attorney-in-fact	11/16/2006							
**Signature of Reporting Person		Da	te					

# **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 held by Continental Power Exchange, Inc. ("CPEX"). Prior to this disposition, Mr. Sprecher beneficially owned 97.0% of the equity interest in CPEX and holds an irrevocable proxy to vote the remaining 3.0%. CPEX will use the proceeds of this disposition to purchase an additional 1.5% of the membership interests in CPEX not held by Mr. Sprecher. Following this purchase and a future purchase as specified in a Rule 10b5-1 trading plan and a Redemption Agreement between Mr. Sprecher and the other shareholders of CPEX, Mr. Sprecher will beneficially own 100% of the equity interest in CPEX. Mr. Sprecher will not receive any of the proceeds from

this disposition other than for the payment of his taxes related to such disposition by CPEX. The sale of these shares was effected pursuant to a Rule 10b5-1 trading plan adopted by CPEX on May 16, 2006.

(2) 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. The reporting person also owns shares directly.

#### **Remarks:**

This is the third 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. 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.