#### INTERCONTINENTALEXCHANGE INC

Form 4

November 16, 2006

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

**OMB APPROVAL** 

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Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person \*

(First)

5. Relationship of Reporting Person(s) to

Issuer

Sprecher Jeffrey C

Symbol

INTERCONTINENTALEXCHANGE INC [ICE]

\_X\_\_ Director 10% Owner

(Check all applicable)

(Month/Day/Year)

3. Date of Earliest Transaction

\_X\_\_ Officer (give title \_ Other (specify below) Chief Executive Officer

11/15/2006

(Middle)

6. Individual or Joint/Group Filing(Check

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

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

2100 RIVEREDGE PARKWAY, SUITE 500

(Street)

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. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	11/15/2006		S(1)	1,407	D	\$ 93.39	2,097,505 (2)	I	See footnote 1.
Common Stock	11/15/2006		S <u>(1)</u>	270	D	\$ 93.5	2,097,235 (2)	I	See footnote 1.
Common Stock	11/15/2006		S <u>(1)</u>	1,569	D	\$ 93.57	2,095,666 (2)	I	See footnote 1.
Common Stock	11/15/2006		S(1)	1,624	D	\$ 93.58	2,094,042 (2)	I	See footnote 1.
Common Stock	11/15/2006		S(1)	1,840	D	\$ 93.6	2,092,202 (2)	I	See 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 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	1,245	D	\$ 93.67	2,089,104 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	108	D	\$ 93.7	2,088,996 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	162	D	\$ 93.71	2,088,834 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	541	D	\$ 93.72	2,088,293 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	650	D	\$ 93.73	2,087,643 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	487	D	\$ 93.76	2,087,156 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	541	D	\$ 93.77	2,086,615 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	2,057	D	\$ 93.79	2,084,558 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	1,028	D	\$ 93.8	2,083,530 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	325	D	\$ 93.81	2,083,205 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	1,515	D	\$ 93.82	2,081,690 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	54	D	\$ 93.83	2,081,636 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	433	D	\$ 93.84	2,081,203 (2)		See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	596	D	\$ 93.85	2,080,607 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	324	D	\$ 93.87	2,080,283 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	1,190	D	\$ 93.89	2,079,093 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	270	D	\$ 93.9	2,078,823 (2)	I	See footnote 1.
Common Stock	11/15/2006	S <u>(1)</u>	108	D	\$ 93.93	2,078,715 (2)	I	See footnote 1.
	11/15/2006	S <u>(1)</u>	162	D		2,078,553 (2)	I	

Common \$ See Stock 93.94 footnote 1.

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)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	Securi	unt of erlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

X

Sprecher Jeffrey C 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328

Chief Executive Officer

# **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) 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

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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.