Peniket David J Form 4 January 03, 2007

### 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

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Peniket David J

(First)

(State)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

(Check all applicable)

President & COO of ICE Futures

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Symbol

INTERCONTINENTALEXCHANGE

Issuer

INC [ICE]

3. Date of Earliest Transaction Director 10% Owner Other (specify

(Month/Day/Year) 12/28/2006

\_X\_\_ Officer (give title \_ below) below)

2100 RIVEREDGE PARKWAY, SUITE 500

> (Street) 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

6. Individual or Joint/Group Filing(Check

Person

ATLANTA, GA 30328

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. Security (Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Zip)

(Middle)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Owned Indirect (I) Following (Instr. 4) (Instr. 4)

D

(A) or

Transaction(s) (Instr. 3 and 4)

(D) Price Code V Amount

 $3,520^{(2)}$ 

Reported

Common Stock

(Instr. 3)

12/28/2006

 $\mathbf{F}^{(1)}$ 480 (1) D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

#### Edgar Filing: Peniket David J - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	le Date				
				~					of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
. 9	Director	10% Owner	Officer	Other				
Peniket David J 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328			President & COO of ICE Futures					

## **Signatures**

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

01/03/2006

\*\*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).
- Represents shares of Common Stock underlying vested restricted stock units that are being withheld to satisfy payment of the Issuer's tax (1) withholding obligation. The restricted stock units were granted on December 28, 2005 and 25% of the restricted stock units vest on each of December 28, 2006; December 28, 2007; December 28, 2008 and December 28, 2009.
- As previously reported, the reporting person also indirectly owns 400 shares of common stock, which were purchased by the reporting person's spouse on November 21, 2005.

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.

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