

Peniket David J  
Form 4  
February 18, 2009

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Peniket David J

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)

3. Date of Earliest Transaction (Month/Day/Year)  
02/13/2009

\_\_\_\_ Director \_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_ Other (specify below)  
Pres. & COO of ICE Futures Eur.

2100 RIVEREDGE  
PARKWAY, SUITE 500

(Street)

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/13/2009		A		4,073 (1)	A	\$ 0
Common Stock	02/13/2009		F		661 (3)	D	\$ 63.12
					10,983 (2)	D	
					10,322 (2)	D	

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

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SEC 1474  
(9-02)

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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)	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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code V (A) (D)				

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director   10% Owner   Officer   Other

Peniket David J  
2100 RIVEREDGE PARKWAY  
SUITE 500  
ATLANTA, GA 30328

Pres.& COO of ICE Futures Eur.

## Signatures

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

02/18/2009

\_\_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 performance based restricted stock units granted to the filing person on December 28, 2007. The vesting of the shares of performance based restricted stock units was conditioned upon the achievement of certain 2008 earnings before interest, taxes, depreciation, and amortization ("EBITDA") performance versus pre-established targets. The restricted stock units vest over three years
- (1) (1/3 on February 13, 2009; 1/3 on January 2, 2010; and 1/3 on January 2, 2011). Of the 4,073 shares of common stock, 1,357 shares were issued on February 13, 2009, of which 661 shares were withheld to satisfy payment of the Issuer's tax withholding obligation. The remaining 2,716 shares are scheduled to be issued on the two remaining vesting dates and taxes for these future issuances will be withheld at the time the shares are issued.
  - (2) As previously reported, the reporting person also indirectly beneficially owns shares of common stock, which were purchased by the reporting person's spouse on November 21, 2005.
  - (3) Represents shares of common stock underlying vested restricted stock that are being withheld to satisfy payment of the Issuer's tax withholding obligation.

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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