Farley Thomas W Form 4 February 18, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB Number:

3235-0287

Expires:

January 31, 2005

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Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES 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.

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Farley Thomas W

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

INTERCONTINENTALEXCHANGE INC [ICE]

(Check all applicable)

President & COO of ICE Fut. US

(Last) (First) (Middle)

(Street)

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

Director 10% Owner Other (specify _X__ Officer (give title _

6. Individual or Joint/Group Filing(Check

below) below)

2100 RIVEREDGE PARKWAY, SUITE 500

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

ATLANTA, GA 30328

| (City) | (State) (Z | Zip) Table | e I - Non-D | erivative | Secur | ities Acqu | uired, Disposed of | , or Beneficiall | y Owned |
|--------------------------------------|--------------------------------------|---|---|--------------|-----------|---|----------------------------------|---|---------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) | | d of (D) | Securities Form: Direct (D) or Owned Indirect (I) Following (Instr. 4) Reported | Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code V | Amount | or (D) | Price | Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 02/13/2009 | | A | 3,630 (1) | A | \$ 0 | 5,827 | D | |
| Common Stock | 02/13/2009 | | F | 518 (2) | D | \$ 63.12 | 5,309 | D | |

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 | f 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | e and | 8. Price of | 9. Nu |
|-------------|--------------|---------------------|--------------------|------------|------------|----------------|-------------|----------|--------------|-------------|--------|
| Derivativ | e Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ties | (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) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or Number | | |
| | | | | | | Exercisable Da | Date | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |
| | | | | Code v | (A) (D) | | | | Shares | | |

Relationships

President &

COO of ICE

Fut. US

Reporting Owners

| Reporting Owner Name / Address | | | | |
|--------------------------------|----------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Farley Thomas W 2100 RIVEREDGE PARKWAY **SUITE 500** ATLANTA, GA 30328

Signatures

/s/ Andrew J. Surdykowski, 02/18/2009 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).

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 3,630 shares of common stock, 1,210 shares were issued on February 13, 2009, of which 518 shares were withheld to satisfy payment of the Issuer's tax withholding obligation. The remaining 2,420 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.
- 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. 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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