

Vice Charles A
 Form 4
 December 30, 2005

FORM 4

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

OMB APPROVAL

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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 *
 Vice Charles A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

INTERCONTINENTALEXCHANGE INC [ICE]

(Check all applicable)

(Last) (First) (Middle)

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

____ Director ____ 10% Owner
 Officer (give title below) ____ Other (specify below)
 PRESIDENT & CHIEF OP. OFFICER

2100 RIVEREDGE PARKWAY,
 SUITE 500, C/O
 INTERCONTINENTALEXCHANGE,
 INC.

(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 Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Security (Instr. 3 and 4)
Employee Stock Option (right to buy)	\$ 4.2	12/28/2005		M	25,000	<u>(1)</u> 06/28/2010	Class A Common Stock, Series 2 <u>(2)</u>
Class A Common Stock, Series 2	<u>(3)</u>	12/28/2005		M	25,000 <u>(2)</u>	<u>(2)</u> <u>(4)</u>	Common Stock 25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vice Charles A 2100 RIVEREDGE PARKWAY, SUITE 500 C/O INTERCONTINENTALEXCHANGE, INC. ATLANTA, GA 30328			PRESIDENT & CHIEF OP. OFFICER	

Signatures

/s/ ANDREW J. SURDYKOWSKI,
ATTORNEY-IN-FACT
12/29/2005

**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) These options are fully vested.
The Class A Common Stock, Series 2, is convertible into Common Stock, \$0.01 par value per share, on a one-for-one basis, at any time at the option of the holder, subject to such terms and conditions as may be adopted by the Issuer's board of directors, following the date that is 180 days after the closing date of the Issuer's initial public offering.
- (2) the option of the holder, subject to such terms and conditions as may be adopted by the Issuer's board of directors, following the date that is 180 days after the closing date of the Issuer's initial public offering.
- (3) One-for-one.
- (4) N/A.
- (5) In addition to these 33,750 derivative securities, as previously reported, Mr. Vice beneficially owns 2,500 shares of Common Stock

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.