

INTERCONTINENTALEXCHANGE INC  
 Form 4  
 February 26, 2008

**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 \*  
 Goone David S  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
 INTERCONTINENTALEXCHANGE INC [ICE]

3. Date of Earliest Transaction (Month/Day/Year)  
 02/26/2008

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Senior VP,Business Development

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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. 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
|                                 |                                      |  |                                | Code  | V   | Amount   |  |
| Common Stock                    | 02/26/2008                           |  | M                              | A   | \$ 104.23   | 59,540   | D  |
| Common Stock                    | 02/26/2008                           |  | S(1)                           | D   | \$ 136.35   | 59,340   | D  |
| Common Stock                    | 02/26/2008                           |  | S(1)                           | D   | \$ 136.47   | 58,940   | D  |
| Common Stock                    | 02/26/2008                           |  | S(1)                           | D   | \$ 136.48   | 58,040   | D  |
| Common Stock                    | 02/26/2008                           |  | S(1)                           | D   | \$ 136.5  | 57,340   | D  |

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|              |            |                  |       |   |           |        |   |
|--------------|------------|------------------|-------|---|-----------|--------|---|
| Common Stock | 02/26/2008 | S <sup>(1)</sup> | 100   | D | \$ 136.51 | 57,240 | D |
| Common Stock | 02/26/2008 | S <sup>(1)</sup> | 200   | D | \$ 136.52 | 57,040 | D |
| Common Stock | 02/26/2008 | S <sup>(1)</sup> | 200   | D | \$ 136.64 | 56,840 | D |
| Common Stock | 02/26/2008 | S <sup>(1)</sup> | 100   | D | \$ 136.65 | 56,740 | D |
| Common Stock | 02/26/2008 | S <sup>(1)</sup> | 1,100 | D | \$ 136.66 | 55,640 | D |
| Common Stock | 02/26/2008 | S <sup>(1)</sup> | 100   | D | \$ 136.68 | 55,540 | D |
| Common Stock | 02/26/2008 | S <sup>(1)</sup> | 300   | D | \$ 136.7  | 55,240 | D |
| Common Stock | 02/26/2008 | S <sup>(1)</sup> | 100   | D | \$ 136.75 | 55,140 | D |
| Common Stock | 02/26/2008 | S <sup>(1)</sup> | 200   | D | \$ 136.76 | 54,940 | D |
| Common Stock | 02/26/2008 | S <sup>(1)</sup> | 446   | D | \$ 136.99 | 54,494 | D |
| Common Stock | 02/26/2008 | S <sup>(1)</sup> | 200   | D | \$ 137    | 54,294 | D |
| Common Stock | 02/26/2008 | S <sup>(1)</sup> | 346   | D | \$ 137.08 | 53,948 | D |
| Common Stock | 02/26/2008 | S <sup>(1)</sup> | 200   | D | \$ 137.09 | 53,748 | D |
| Common Stock | 02/26/2008 | S <sup>(1)</sup> | 54    | D | \$ 137.1  | 53,694 | D |

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)

| 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. F Der Sec (Ins |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|

of (D)  
(Instr. 3, 4,  
and 5)

|  |           |  |            | Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
|--|-----------|--|------------|------|---|-----|-----|---------------------|--------------------|-----------------|--|
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 104.23 |  | 02/26/2008 | M    |   |     |     | (2)                 | 12/22/2016         | Common<br>Stock | 302                                    |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                      |       |
|---|---------------|-----------|--------------------------------------|-------|
|   | Director      | 10% Owner | Officer                              | Other |
| Goone David S<br>2100 RIVEREDGE PARKWAY<br>SUITE 500<br>ATLANTA, GA 30328 |               |           | Senior<br>VP,Business<br>Development |       |

## Signatures

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

02/26/2008

\_\_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) The sales reported in this Form 4 were effected pursuant to a pre-arranged trading plan established in accordance with Rule 10b5-1 of the Securities Act of 1934, as amended.
- (2) These options are fully vested.

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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