

Sprecher Jeffrey C
Form 4
January 06, 2010

FORM 4

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

OMB APPROVAL

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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 *
Sprecher Jeffrey C

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)
2100 RIVEREDGE
PARKWAY, SUITE 500

3. Date of Earliest Transaction
(Month/Day/Year)
01/04/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

(Street)
ATLANTA, GA 30328

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

(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	01/04/2010		F	4,399 (1) D	\$ 112.87	173,723 (2)	D
Common Stock	01/04/2010		F	1,639 (3) D	\$ 112.87	172,084 (2)	D
Common Stock	01/04/2010		F	684 (1) D	\$ 112.87	32,138 (4)	I By spouse
Common Stock	01/04/2010		F	192 (5) D	\$ 112.87	31,946 (4)	I By spouse

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

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Represents shares of common stock underlying vested restricted stock that are being withheld to satisfy payment of the Issuer's tax withholding obligation upon the vesting of the performance based restricted stock units. The shares of performance based restricted stock units were granted to the filing person on December 28, 2007. The vesting of the shares of performance based restricted stock units was

(3) 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 a three year period from 2009 - 2011. The remaining 3,859 shares are scheduled to be issued on January 2, 2011 and taxes for this future issuance will be withheld at the time the shares are issued.

- As previously reported, the reporting person also indirectly owns 1,707,341 shares that are beneficially owned directly by Continental
- (4) Power Exchange, Inc. ("CPEX"). The reporting person beneficially owns 100% of the equity interest in CPEX. Additionally, as previously reported, the reporting person also beneficially owns shares directly.

- Represents shares of common stock underlying vested restricted stock that are being withheld to satisfy payment of the Issuer's tax withholding obligation upon the vesting of the performance based restricted stock units. The shares of performance based restricted stock units were granted to the filing person on December 28, 2007. The vesting of the shares of performance based restricted stock units was
- (5) 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 a three year period from 2009 - 2011. The remaining 591 shares are scheduled to be issued on January 2, 2011 and taxes for this future issuance will be withheld at the time the shares are issued.

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.