

Sprecher Jeffrey C
 Form 4
 February 15, 2008

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/14/2008

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/14/2008 | | A | | 36,929 ⁽¹⁾ \$ 0 | D | |
| Common Stock | 02/14/2008 | | F | | 5,226 ⁽³⁾ \$ 133.39 | D | |
| Common Stock | 02/14/2008 | | A | | 5,770 ⁽⁴⁾ \$ 0 | I | By spouse |
| Common Stock | 02/14/2008 | | F | | 625 ⁽³⁾ \$ 133.39 | I | By spouse |

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

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are beneficially owned directly by the reporting person's spouse for which the reporting person disclaims beneficial ownership.

- (3) Represents shares of common stock underlying vested restricted stock that are being withheld to satisfy payment of the Issuer's tax withholding obligation.

Represents shares of performance based restricted stock units granted to the filing person on December 22, 2006. The vesting of the shares of performance based restricted stock units was conditioned upon the achievement of certain 2007 earnings before interest, taxes, depreciation, and amortization ("EBITDA") performance versus pre-established targets. The restricted stock units vests over three years (1/3 on February 14, 2008; 1/3 on January 1, 2009; and 1/3 on January 1, 2010). Of the 5,770 shares of common stock, 1,923 shares were issued on February 14, 2008, of which 625 shares were withheld to satisfy payment of the Issuer's tax withholding obligation. The remaining 3,847 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.

- (5) As previously reported, the reporting person also indirectly owns shares that are beneficially owned directly by Continental Power Exchange, Inc. ("CPEX"). The reporting person beneficially owns 100% of the equity interest in CPEX, which holds 2,032,978 shares of IntercontinentalExchange, Inc. common stock. Additionally, as previously reported, the reporting person also beneficially owns shares directly.

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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