

Goone David S
Form 4
June 10, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

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)
06/08/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP, Chief Strategic 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 06/08/2009 | | M | | 4,865 | A | \$ 7.04 |
| Common Stock | 06/08/2009 | | M | | 25,135 | A | \$ 8 |
| Common Stock | 06/08/2009 | | S ⁽¹⁾ | | 16,843 | D | \$ 112.41 |
| | | | | | | | (2) |
| Common Stock | 06/08/2009 | | S ⁽¹⁾ | | 6,557 | D | \$ 113.32 |
| | | | | | | | (3) |

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| | | | | | | | |
|--------------|------------|------------------|-------|---|------------------|--------|---|
| Common Stock | 06/08/2009 | S ⁽¹⁾ | 6,600 | D | \$ 114.26 (4) | 37,447 | D |
| Common Stock | 06/09/2009 | M | 5,000 | A | \$ 8 | 42,447 | D |
| Common Stock | 06/09/2009 | S ⁽¹⁾ | 5,000 | D | \$ 120 | 37,447 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 7.04 | 06/08/2009 | | M | 4,865 | (5) 03/19/2011 | Common Stock | 4,865 | |
| Employee Stock Option (right to buy) | \$ 8 | 06/08/2009 | | M | 25,135 | (5) 12/11/2013 | Common Stock | 25,135 | |
| Employee Stock Option (right to buy) | \$ 8 | 06/09/2009 | | M | 5,000 | (5) 12/11/2013 | Common Stock | 5,000 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Goone David S
2100 RIVEREDGE PARKWAY
SUITE 500
ATLANTA, GA 30328

Sr VP, Chief Strategic Officer

Signatures

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

06/10/2009

__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.

The price range for this aggregate amount is \$111.90 - \$112.88. The Issuer will upon request by the Staff of the U.S. Securities and
- (2) Exchange Commission or a security holder of the Issuer provide the full information regarding the number of shares sold at each separate price.

The price range for this aggregate amount is \$112.90 - \$113.89. The Issuer will upon request by the Staff of the U.S. Securities and
- (3) Exchange Commission or a security holder of the Issuer provide the full information regarding the number of shares sold at each separate price.

The price range for this aggregate amount is \$113.99 - \$114.52. The Issuer will upon request by the Staff of the U.S. Securities and
- (4) Exchange Commission or a security holder of the Issuer provide the full information regarding the number of shares sold at each separate price.
- (5) 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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