Goone David S Form 4 January 12, 2007

FORM 4

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

Check this box

if no longer subject to

Section 16. Form 4 or Form 5 obligations may continue. See Instruction 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(b).

1. Name and Address of Reporting Person * Goone David S

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

INTERCONTINENTALEXCHANGE

3. Date of Earliest Transaction

INC [ICE]

(Check all applicable)

Senior VP, Business Development

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

(Last) (First) (Middle)

(Street)

(Month/Day/Year) 01/10/2007

Director 10% Owner Other (specify _X__ Officer (give title _ below) below)

2100 RIVEREDGE PARKWAY, SUITE 500

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

ATLANTA, GA 30328

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative :	Securi	ties Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired (A) tiomr Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	01/10/2007		S(1)	750	D	\$ 124.33	0	I	By daughter
Common Stock	01/10/2007		S <u>(1)</u>	750	D	\$ 124.33	0	I	By son
Common Stock	01/10/2007		M	32,695 (2)	A	\$0	52,485	D	
Common Stock	01/10/2007		F	12,159 (3)	D	\$ 135.25	40,326	D	
Common Stock	01/10/2007		S(4)	2,000	D	\$ 124.9	38,326	D	

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Common Stock	01/10/2007	S <u>(4)</u>	2,100	D	\$ 124.96	36,226	D
Common Stock	01/10/2007	S <u>(4)</u>	1,460	D	\$ 125.06	34,766	D
Common Stock	01/10/2007	S <u>(4)</u>	200	D	\$ 125.08	34,566	D
Common Stock	01/10/2007	S <u>(4)</u>	1,300	D	\$ 125.09	33,266	D
Common Stock	01/10/2007	S <u>(4)</u>	400	D	\$ 125.1	32,866	D
Common Stock	01/10/2007	S <u>(4)</u>	100	D	\$ 125.11	32,766	D
Common Stock	01/10/2007	S <u>(4)</u>	100	D	\$ 125.12	32,666	D
Common Stock	01/10/2007	S <u>(4)</u>	1,040	D	\$ 125.13	31,626	D
Common Stock	01/10/2007	S <u>(4)</u>	100	D	\$ 125.17	31,526	D
Common Stock	01/10/2007	S <u>(4)</u>	2,900	D	\$ 125.19	28,626	D
Common Stock	01/10/2007	S <u>(4)</u>	1,600	D	\$ 125.27	27,026	D
Common Stock	01/10/2007	S <u>(4)</u>	1,800	D	\$ 125.37	25,226	D
Common Stock	01/10/2007	S <u>(4)</u>	1,800	D	\$ 125.45	23,426	D
Common Stock	01/10/2007	S <u>(4)</u>	2,000 (4)	D	\$ 125.46	21,426	D
Common Stock	01/10/2007	S(4)	1,500 (4)	D	\$ 125.5	19,926	D
Common Stock	01/11/2007	S(4)	136 (4)	D	\$ 135.25	19,790	D

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

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SEC 1474 (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. Transact Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit Awards	<u>(5)</u>	01/10/2007		M		32,695	<u>(6)</u>	10/11/2014	Common Stock	32,695

Reporting Owners

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

Signatures

/s/ Andrew J. Surdykowski,
Attorney-in-fact
01/12/2007

**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) Represents sale of indirectly beneficially owned Common Stock by the reporting person's minor child pursuant to a Rule 10b5-1 trading plan adopted by the reporting person in November 2006.
- (2) Represents 32,695 shares of Common Stock, par value \$0.01 per share (the "Common Stock"), delivered pursuant to 32,695 vested restricted stock units.
- (3) Represents shares of Common Stock underlying vested restricted stock units that are being withheld to satisfy payment of the Issuer's tax withholding obligation.
- (4) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person in November 2006.
- (5) One-for-one.
- (6) These restricted stock units 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. 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.

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