

Sprecher Jeffrey C  
 Form 4  
 February 10, 2012

**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 \*  
 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)  
 02/08/2012

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)
			Code	V	Amount or Price		
Common Stock	02/08/2012		A		35,688 (1) \$ 0	D	
Common Stock	02/08/2012		F		5,136 (3) \$ 130.08	D	
Common Stock	02/08/2012		A		4,248 (4) \$ 0	I	By spouse
Common Stock	02/08/2012		F		460 (3) \$ 130.08	I	By spouse

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



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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 January 11, 2011. The vesting of the shares of performance based restricted stock units was conditioned upon the achievement of certain 2011 earnings before interest, taxes, depreciation, and amortization ("EBITDA") performance versus pre-established targets. The restricted stock units vest over three years

- (4) (1/3 on February 08, 2012; 1/3 on January 2, 2013; and 1/3 on January 2, 2014). Of the 4,248 shares of common stock, 1,416 shares were issued on February 08, 2012, of which 460 shares were withheld to satisfy payment of the Issuer's tax withholding obligation. The remaining 2832 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

As previously reported, the reporting person also indirectly owns 1,219,341 shares that are beneficially owned directly by Continental

- (5) 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.

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.