Peniket David J
Form 4
February 15, 2008

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Peniket David J

(Last) (First) (Middle)

2100 RIVEREDGE PARKWAY, SUITE 500

(Street)

ATLANTA, GA 30328

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
INTERCONTINENTALEXCHANGE INC [ICE]

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

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President & COO of ICE Futures

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	02/15/2008		M		3,000	A	$ 8	6,033 (1)	D	
Common Stock	02/15/2008		S(2)		100	D	$ 129.52	5,933 (1)	D	
Common Stock	02/15/2008		S(2)		200	D	$ 129.53	5,733 (1)	D	
Common Stock	02/15/2008		S(2)		100	D	$ 129.54	5,633 (1)	D	
Common Stock	02/15/2008		S(2)		100	D	$ 129.57	5,533 (1)	D	

Common Stock	02/15/2008		S(2)		300	D	$ 129.65	5,233 (1)	D
Common Stock	02/15/2008		S(2)		100	D	$ 129.67	5,133 (1)	D
Common Stock	02/15/2008		S(2)		700	D	$ 129.75	4,433 (1)	D
Common Stock	02/15/2008		S(2)		100	D	$ 129.8	4,333 (1)	D
Common Stock	02/15/2008		S(2)		500	D	$ 129.85	3,833 (1)	D
Common Stock	02/15/2008		S(2)		500	D	$ 129.95	3,333 (1)	D
Common Stock	02/15/2008		S(2)		300	D	$ 130	3,033 (1)	D
Common Stock	02/14/2008		A		6,462 (3)	A	$ 0	9,495 (1)	D
Common Stock	02/14/2008		F		1,049 (4)	D	$ 133.39	8,446 (1)	D

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

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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)		8 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	$ 8	02/15/2008		M			3,000	(5)	12/11/2013	Common Stock	3,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Peniket David J 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328			President & COO of ICE Futures	

Signatures

/s/ Andrew J. Surdykowski, Attorney-in-fact	02/15/2008
**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) As previously reported, the reporting person also indirectly beneficially owns 400 shares of common stock, which were purchased by the reporting person's spouse on November 21, 2005.

(2) 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.

(3) 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 6,462 shares of common stock, 2,154 shares were issued on February 14, 2008, of which 1,049 shares were withheld to satisfy payment of the Issuer's tax withholding obligation. The remaining 4,308 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.

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

(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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