

Vice Charles A
 Form 4/A
 December 07, 2006

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 *
 Vice Charles A

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)
 12/05/2006

____ Director ____ 10% Owner
 Officer (give title below) ____ Other (specify below)
 President & Chief Op. Officer

ATLANTA, GA 30328

4. If Amendment, Date Original Filed(Month/Day/Year)
 12/06/2006

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 12/05/2006 | | S ⁽¹⁾ | 100 D \$ 103.3 | 36,400 | D | |
| Common Stock | 12/05/2006 | | S ⁽¹⁾ | 1,900 D \$ 103.27 | 34,500 | D | |
| Common Stock | 12/05/2006 | | S ⁽¹⁾ | 1,700 D \$ 101.31 | 32,800 | D | |
| Common Stock | 12/05/2006 | | S ⁽¹⁾ | 300 D \$ 101.36 | 32,500 | D | |
| Common Stock | 12/05/2006 | | S ⁽¹⁾ | 400 D \$ 105.49 | 32,100 | D | |

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| | | | | | | | |
|--------------|------------|------------------|-------|---|-----------|--------|---|
| Common Stock | 12/05/2006 | S ⁽¹⁾ | 500 | D | \$ 105.45 | 31,600 | D |
| Common Stock | 12/05/2006 | S ⁽¹⁾ | 1,100 | D | \$ 105.42 | 30,500 | D |
| Common Stock | 12/05/2006 | M | 6,000 | A | \$ 8 | 36,500 | D |

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

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(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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 8 | 12/05/2006 | | M | 6,000 | ⁽²⁾ 12/11/2013 | Common Stock | 6,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Vice Charles A 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA, GA 30328 | | | President & Chief Op. Officer | |

Signatures

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

12/07/2006

__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 previously disclosed Rule 10b5-1 trading plan adopted by the reporting person on May 16, 2006.
 - (2) These options are fully vested.

Remarks:

This amendment to Form 4 is being filed to correct the filing on Form 4 made on December 6, 2007. This amendment corrects

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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