

INTERCONTINENTALEXCHANGE INC

Form 4

November 13, 2013

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 *

Hill Scott A

(Last) (First) (Middle)

2100 RIVEREDGE PARKWAY, STE. 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)

05/14/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Senior V.P. & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	05/14/2010		F	578 ⁽¹⁾	D	\$ 118.19	19,212 D
Common Stock	03/03/2011		F	400 ⁽²⁾	D	\$ 129.48	20,687 D
Common Stock	03/03/2012		F	401 ⁽³⁾	D	\$ 138.15	21,984 D
Common Stock	03/04/2013		F	452 ⁽⁴⁾	D	\$ 156.57	21,532 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hill Scott A 2100 RIVEREDGE PARKWAY STE. 500 ATLANTA, GA 30328			Senior V.P. & CFO	

Signatures

/s/ Andrew J. Surdykowski, 11/13/2013
Attorney-in-fact

__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 shares of Common Stock underlying vested restricted stock units that were originally withheld on May 14, 2010 to satisfy payment of the Issuer's tax withholding obligation, but for which a Form 4 was not filed at the time of the withholding.
- (2) Represents shares of Common Stock underlying vested restricted stock units that were originally withheld on March 3, 2011 to satisfy payment of the Issuer's tax withholding obligation, but for which a Form 4 was not filed at the time of the withholding.
- (3) Represents shares of Common Stock underlying vested restricted stock units that were originally withheld on March 3, 2012 to satisfy payment of the Issuer's tax withholding obligation, but for which a Form 4 was not filed at the time of the withholding.
- (4) Represents shares of Common Stock underlying vested restricted stock units that were originally withheld on March 4, 2013 to satisfy payment of the Issuer's tax withholding obligation, but for which a Form 4 was not filed at the time of the withholding.

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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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