

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-15** | Period of Report: **2013-01-11**
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REPORTING OWNER

Hill Scott A

CIK: **1397778**

Type: **4** | Act: **34** | File No.: **001-32671** | Film No.: **13530719**

Mailing Address
*INTERCONTINENTALEXCHANGE,
INC.
2100 RIVEREDGE PKWY.
STE. 500
ATLANTA GA 30328*

ISSUER

INTERCONTINENTALEXCHANGE INC

CIK: **1174746** | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **1231**

SIC: **6200** Security & commodity brokers, dealers, exchanges & services

Mailing Address	Business Address
<i>2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA GA 30328</i>	<i>2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA GA 30328 7708574700</i>

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Hill Scott A			2. Issuer Name and Ticker or Trading Symbol INTERCONTINETALEXCHANGE INC [ICE]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> Officer (give title below) Senior V.P. & CFO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/11/2013			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
2100 RIVEREDGE PARKWAY, STE. 500			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) ATLANTA, GA 30328								
(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)
			Code	V	Amount	(A) or (D)	Price			

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$129.36	01/11/2013		A		16,271		(I)	01/11/2023	Common Stock	16,271	\$ 0	16,271	D	

Explanation of Responses:

- These options vest in accordance with the following schedule: 33.33% of the options vest on January 11, 2014, and the remaining 66.67% of the options vest in equal monthly installments between February 11, 2014 and January 11, 2016.

Signatures

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

01/15/2013

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.