

INTERCONTINENTALEXCHANGE INC

Form 4

May 31, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDMAN SACHS GROUP INC/

2. Issuer Name **and** Ticker or Trading
Symbol

5. Relationship of Reporting Person(s) to
Issuer

INTERCONTINENTALEXCHANGE
INC [ICE]

(Check all applicable)

(Last) (First) (Middle)

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

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

85 BROAD ST

05/26/2006

(Street)

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

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

NEW YORK, NY 10004

____ Form filed by One Reporting Person
X 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/26/2006		S		20,976	D	\$ 56.75	833,721	D	<u>(1)</u> <u>(2)</u>
Common Stock	05/26/2006		S		218	D	\$ 56.8	833,503	D	<u>(1)</u> <u>(2)</u>
Common Stock	05/26/2006		S		655	D	\$ 56.85	832,848	D	<u>(1)</u> <u>(2)</u>
Common Stock	05/26/2006		S		328	D	\$ 56.9	832,520	D	<u>(1)</u> <u>(2)</u>
Common Stock	05/26/2006		S		7,189	D	\$ 57	825,331	D	<u>(1)</u> <u>(2)</u>

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Common Stock	05/26/2006	S	743	D	\$ 57.02	824,588	D <u>(1)</u> <u>(2)</u>
Common Stock	05/26/2006	S	87	D	\$ 57.03	824,501	D <u>(1)</u> <u>(2)</u>
Common Stock	05/26/2006	S	22	D	\$ 57.04	824,479	D <u>(1)</u> <u>(2)</u>
Common Stock	05/26/2006	S	6,118	D	\$ 57.05	818,361	D <u>(1)</u> <u>(2)</u>
Common Stock	05/26/2006	S	22	D	\$ 57.07	818,339	D <u>(1)</u> <u>(2)</u>
Common Stock	05/26/2006	S	197	D	\$ 57.09	818,142	D <u>(1)</u> <u>(2)</u>
Common Stock	05/26/2006	S	262	D	\$ 57.1	817,880	D <u>(1)</u> <u>(2)</u>
Common Stock	05/26/2006	S	22	D	\$ 57.11	817,858	D <u>(1)</u> <u>(2)</u>
Common Stock	05/26/2006	S	65	D	\$ 57.12	817,793	D <u>(1)</u> <u>(2)</u>
Common Stock	05/26/2006	S	22	D	\$ 57.13	817,771	D <u>(1)</u> <u>(2)</u>
Common Stock	05/26/2006	S	109	D	\$ 57.14	817,662	D <u>(1)</u> <u>(2)</u>
Common Stock	05/26/2006	S	721	D	\$ 57.15	816,941	D <u>(1)</u> <u>(2)</u>
Common Stock	05/26/2006	S	371	D	\$ 57.17	816,570	D <u>(1)</u> <u>(2)</u>
Common Stock	05/26/2006	S	87	D	\$ 57.18	816,483	D <u>(1)</u> <u>(2)</u>
Common Stock	05/26/2006	S	109	D	\$ 57.19	816,374	D <u>(1)</u> <u>(2)</u>
Common Stock	05/26/2006	S	3,627	D	\$ 57.2	812,747	D <u>(1)</u> <u>(2)</u>
Common Stock	05/26/2006	S	1,114	D	\$ 57.21	811,633	D <u>(1)</u> <u>(2)</u>
Common Stock	05/26/2006	S	393	D	\$ 57.22	811,240	D <u>(1)</u> <u>(2)</u>
Common Stock	05/26/2006	S	284	D	\$ 57.23	810,956	D <u>(1)</u> <u>(2)</u>
Common Stock	05/26/2006	S	218	D	\$ 57.25	810,738	D <u>(1)</u> <u>(2)</u>
	05/26/2006	S	22	D		810,716	D <u>(1)</u> <u>(2)</u>

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Common Stock						\$ 57.27			
Common Stock	05/26/2006		S	22	D	\$ 57.28	810,694	D	<u>(1)</u> <u>(2)</u>
Common Stock	05/26/2006		S	350	D	\$ 57.3	810,344	D	<u>(1)</u> <u>(2)</u>
Common Stock	05/26/2006		S	655	D	\$ 57.35	809,689	D	<u>(1)</u> <u>(2)</u>
Common Stock							34,180	I	See footnote <u>(3)</u>

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. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Common Stock Series 2	(4)					(4)	(4)	Common Stock	5,428,659

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GOLDMAN SACHS GROUP INC/ 85 BROAD ST NEW YORK, NY 10004	X

GOLDMAN SACHS INTERNATIONAL
85 BROAD STREET
NEW YORK, NY 10004

X

Signatures

/s/ Roger S. Begelman,
Attorney-in-fact

05/31/2006

__Signature of Reporting Person

Date

/s/ Roger S. Begelman,
Attorney-in-fact

05/31/2006

__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) This is the first of two Forms 4 being filed by the Reporting Persons as of the date this Form 4.
- (2) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group") and Goldman Sachs International ("GSI" and, together with GS Group, the "Reporting Persons").
- (3) GSI beneficially owns directly and GS Group may be deemed to beneficially own indirectly 34,180 shares of the Issuer's common stock, \$0.01 par value ("Common Stock"). GSI is an indirect wholly-owned subsidiary of GS Group.
- (4) Class A Common Stock, Series 2 ("A2 Shares") became convertible into Common Stock on a 1-for-1 basis at the option of the holder on and following May 20, 2006 pursuant to the plan of recapitalization adopted in connection with the Issuer's initial public offering on November 21, 2005 and have no expiration date. GS Group beneficially owns directly 5,428,659 A2 Shares.

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