

INTERCONTINENTALEXCHANGE INC
 Form 4/A
 May 30, 2006

FORM 4

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

OMB APPROVAL

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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 *
 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

05/23/2006

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 05/25/2006

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

NEW YORK, NY 10004

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/24/2006		S	66	D \$ 56.79	893,978	D (1) (2) (3)
Common Stock	05/24/2006		S	218	D \$ 56.8	893,760	D (1) (2) (3)
Common Stock	05/24/2006		S	22	D \$ 56.83	893,738	D (1) (2) (3)
Common Stock	05/24/2006		S	131	D \$ 56.84	893,607	D (1) (2) (3)
Common Stock	05/24/2006		S	44	D \$ 56.87	893,563	D (1) (2) (3)

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Common Stock	05/24/2006	S	218	D	\$ 56.9	893,345	D <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/24/2006	S	502	D	\$ 57	892,843	D <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/24/2006	S	22	D	\$ 57.01	892,821	D <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/24/2006	S	218	D	\$ 57.03	892,603	D <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/24/2006	S	22	D	\$ 57.07	892,581	D <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/24/2006	S	306	D	\$ 57.1	892,275	D <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/24/2006	S	109	D	\$ 57.11	892,166	D <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/24/2006	S	22	D	\$ 57.13	892,144	D <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/24/2006	S	109	D	\$ 57.15	892,035	D <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/24/2006	S	22	D	\$ 57.16	892,013	D <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/24/2006	S	44	D	\$ 57.19	891,969	D <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/24/2006	S	568	D	\$ 57.2	891,401	D <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/24/2006	S	546	D	\$ 57.25	890,855	D <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/24/2006	S	44	D	\$ 57.29	890,811	D <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/24/2006	S	218	D	\$ 57.3	890,593	D <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/24/2006	S	87	D	\$ 57.33	890,506	D <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/24/2006	S	284	D	\$ 57.35	890,222	D <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/24/2006	S	109	D	\$ 57.36	890,113	D <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/24/2006	S	306	D	\$ 57.39	889,807	D <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/24/2006	S	131	D	\$ 57.4	889,676	D <u>(1)</u> <u>(2)</u> <u>(3)</u>
	05/24/2006	S	109	D	\$ 57.5	889,567	D <u>(1)</u> <u>(2)</u> <u>(3)</u>

Common Stock								
Common Stock	05/24/2006		S	22	D	\$ 57.52	889,545	D <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/24/2006		S	87	D	\$ 57.6	889,458	D <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/24/2006		S	109	D	\$ 59	889,349	D <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock							34,180	I <u>(4)</u>

See footnote (4)

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 or Value of Underlying Securities (Instr. 3 and 4)
Class A Common Stock Series 2	<u>(5)</u>			Code V	(A) (D)	Date Exercisable <u>(5)</u> Expiration Date <u>(5)</u>	Common Stock	Amount or Number of Shares 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

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