

INTERCONTINENTALEXCHANGE INC  
 Form 4  
 May 31, 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

05/26/2006

(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	(1) (2)
Common Stock	05/26/2006		S	218 D \$ 56.8	833,503	D	(1) (2)
Common Stock	05/26/2006		S	655 D \$ 56.85	832,848	D	(1) (2)
Common Stock	05/26/2006		S	328 D \$ 56.9	832,520	D	(1) (2)
Common Stock	05/26/2006		S	7,189 D \$ 57	825,331	D	(1) (2)

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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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Class A Common Stock Series 2	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	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	

