INTERCONTINENTALEXCHANGE INC
Form 4
June 06, 2006

FORM 4

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

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/

(Last) (First) (Middle)

85 BROAD ST

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
INTERCONTINENTALEXCHANGE INC [ICE]

3. Date of Earliest Transaction (Month/Day/Year)
06/02/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/02/2006		S		218	D	$ 56.5	665,947	D (1)	
Common Stock	06/02/2006		S		437	D	$ 56.6	665,510	D (1)	
Common Stock	06/02/2006		S		546	D	$ 56.65	664,964	D (1)	
Common Stock	06/02/2006		S		87	D	$ 56.7	664,877	D (1)	
Common Stock	06/02/2006		S		22	D	$ 56.71	664,855	D (1)	

Common Stock	06/02/2006		S	175	D	$ 56.72	664,680	D (1)	
Common Stock	06/02/2006		S	22	D	$ 56.75	664,658	D (1)	
Common Stock	06/02/2006		S	22	D	$ 56.85	664,636	D (1)	
Common Stock	06/02/2006		S	175	D	$ 57	664,461	D (1)	
Common Stock	06/02/2006		S	22	D	$ 57.01	664,439	D (1)	
Common Stock	06/02/2006		S	44	D	$ 57.03	664,395	D (1)	
Common Stock	06/02/2006		S	109	D	$ 57.04	664,286	D (1)	
Common Stock	06/02/2006		S	437	D	$ 57.05	663,849	D (1)	
Common Stock	06/02/2006		S	175	D	$ 57.1	663,674	D (1)	
Common Stock	06/02/2006		S	109	D	$ 57.2	663,565	D (1)	
Common Stock	06/02/2006		S	87	D	$ 57.21	663,478	D (1)	
Common Stock	06/02/2006		S	87	D	$ 57.23	663,391	D (1)	
Common Stock	06/02/2006		S	109	D	$ 57.25	663,282	D (1)	
Common Stock							34,180	I	See footnote (2)

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pric Deriva Secur (Instr.

		Code	V	(A) or Disposed of (D) (Instr. 3, 4, and 5) (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Common Stock Series 2	(3)					(3)	(3)	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	06/06/2006
**Signature of Reporting Person	Date
/s/ Roger S. Begelman, Attorney-in-fact	06/06/2006
**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 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"). This is the second of two Forms 4 being filed by the Reporting Persons as of the date of this Form 4.

(2) 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.

(3) 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.

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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