

INTERCONTINENTALEXCHANGE INC
 Form 4/A
 May 30, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(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)
			Code	V Amount (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)

Edgar Filing: INTERCONTINENTALEXCHANGE INC - Form 4/A

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 See footnote <u>(4)</u>

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

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 control number. SEC 1474 (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	<u>(5)</u>					<u>(5)</u>	<u>(5)</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	

