

INTERCONTINENTALEXCHANGE INC
 Form 4
 June 02, 2006

FORM 4

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

OMB APPROVAL

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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
 INTERCONTINENTALEXCHANGE INC [ICE]

5. Relationship of Reporting Person(s) to Issuer

(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

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

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

(Street)

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 or Price | | |
| Common Stock | 05/31/2006 | | S | | 44 D \$ 55.4 | D | 789,874 (1) |
| Common Stock | 05/31/2006 | | S | | 8,631 D \$ 55.5 | D | 781,243 (1) |
| Common Stock | 05/31/2006 | | S | | 743 D \$ 55.51 | D | 780,500 (1) |
| Common Stock | 05/31/2006 | | S | | 262 D \$ 55.52 | D | 780,238 (1) |
| Common Stock | 05/31/2006 | | S | | 350 D \$ 55.53 | D | 779,888 (1) |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|--------------|-------------------------|
| Common Stock | 05/31/2006 | S | 306 | D | \$ 55.54 | 779,582 | D <u>(1)</u> | |
| Common Stock | 05/31/2006 | S | 2,600 | D | \$ 55.55 | 776,982 | D <u>(1)</u> | |
| Common Stock | 05/31/2006 | S | 437 | D | \$ 55.56 | 776,545 | D <u>(1)</u> | |
| Common Stock | 05/31/2006 | S | 197 | D | \$ 55.57 | 776,348 | D <u>(1)</u> | |
| Common Stock | 05/31/2006 | S | 502 | D | \$ 55.58 | 775,846 | D <u>(1)</u> | |
| Common Stock | 05/31/2006 | S | 371 | D | \$ 55.59 | 775,475 | D <u>(1)</u> | |
| Common Stock | 05/31/2006 | S | 1,988 | D | \$ 55.6 | 773,487 | D <u>(1)</u> | |
| Common Stock | 05/31/2006 | S | 481 | D | \$ 55.75 | 773,006 | D <u>(1)</u> | |
| Common Stock | 05/31/2006 | S | 66 | D | \$ 55.76 | 772,940 | D <u>(1)</u> | |
| Common Stock | 05/31/2006 | S | 153 | D | \$ 55.79 | 772,787 | D <u>(1)</u> | |
| Common Stock | | | | | | 34,180 | I | See footnote <u>(2)</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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (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/ Yvette Kusic,
Attorney-in-fact

06/02/2006

**Signature of Reporting Person

Date

/s/ Yvette Kusic,
Attorney-in-fact

06/02/2006

**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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.