

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

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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

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

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

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | 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 | |

