INTERCONTINENTALEXCHANGE INC

Form 4/A May 30, 2006

FORM 4

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

OMB Number:

5 D L (: L: CD (: D ())

Check this box if no longer subject to Section 16.

3235-0287 January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1 Name and Address of Departing De

| GOLDMAN SACHS GROUP INC/ Symb INTE | | | Symbol INTERO | 2. Issuer Name and Ticker or Trading symbol NTERCONTINENTALEXCHANGE NC [ICE] | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|--------------------------------------|-----------------------------------|----------------|-----------------------------------|--|-----|-------------|--|--|--|-------------------|----------|--|
| (Last) (First) (Middle) 3. Date of | | | | ate of Earliest Transaction nth/Day/Year) | | | | | DirectorX 10% Owner Officer (give title Other (specify below) | | | |
| 85 BROAD | ST | | 05/23/20 | 05/23/2006 | | | | | ociow) | ociow) | | |
| | (Street) | | Filed(Mon | 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 | | | |
| NEW YOR | K, NY 10004 | | | | | | | | _X_ Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Table | e I - Nor | n-D | erivative (| Secur | ities Acqı | uired, Disposed of | f, or Beneficiall | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction I (Month/Day/Ye | ear) Execution | emed on Date, if /Day/Year) | Date, if Transaction(A) or Disposed of (D) Code (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) | | | | |
| C | | | | Code | V | Amount | (D) | Price | (IIISU. 5 allu 4) | | | |
| 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) | | |

| Common Stock | 05/24/2006 | S | 218 | D | \$ 56.9 | 893,345 | D (1) (2) (3) |
|-----------------|------------|---|-----|---|-------------|---------|---------------|
| Common Stock | 05/24/2006 | S | 502 | D | \$ 57 | 892,843 | D (1) (2) (3) |
| Common Stock | 05/24/2006 | S | 22 | D | \$ 57.01 | 892,821 | D (1) (2) (3) |
| Common Stock | 05/24/2006 | S | 218 | D | \$ 57.03 | 892,603 | D (1) (2) (3) |
| Common Stock | 05/24/2006 | S | 22 | D | \$ 57.07 | 892,581 | D (1) (2) (3) |
| Common Stock | 05/24/2006 | S | 306 | D | \$ 57.1 | 892,275 | D (1) (2) (3) |
| Common Stock | 05/24/2006 | S | 109 | D | \$ 57.11 | 892,166 | D (1) (2) (3) |
| Common Stock | 05/24/2006 | S | 22 | D | \$ 57.13 | 892,144 | D (1) (2) (3) |
| Common Stock | 05/24/2006 | S | 109 | D | \$ 57.15 | 892,035 | D (1) (2) (3) |
| Common Stock | 05/24/2006 | S | 22 | D | \$ 57.16 | 892,013 | D (1) (2) (3) |
| Common Stock | 05/24/2006 | S | 44 | D | \$ 57.19 | 891,969 | D (1) (2) (3) |
| Common Stock | 05/24/2006 | S | 568 | D | \$ 57.2 | 891,401 | D (1) (2) (3) |
| Common Stock | 05/24/2006 | S | 546 | D | \$ 57.25 | 890,855 | D (1) (2) (3) |
| Common Stock | 05/24/2006 | S | 44 | D | \$ 57.29 | 890,811 | D (1) (2) (3) |
| Common Stock | 05/24/2006 | S | 218 | D | \$ 57.3 | 890,593 | D (1) (2) (3) |
| Common Stock | 05/24/2006 | S | 87 | D | \$ 57.33 | 890,506 | D (1) (2) (3) |
| Common Stock | 05/24/2006 | S | 284 | D | \$ 57.35 | 890,222 | D (1) (2) (3) |
| Common Stock | 05/24/2006 | S | 109 | D | \$ 57.36 | 890,113 | D (1) (2) (3) |
| Common Stock | 05/24/2006 | S | 306 | D | \$ 57.39 | 889,807 | D (1) (2) (3) |
| Common Stock | 05/24/2006 | S | 131 | D | \$ 57.4 | 889,676 | D (1) (2) (3) |
| | 05/24/2006 | S | 109 | D | \$ 57.5 | 889,567 | D (1) (2) (3) |

| Common Stock | | | | | | | | |
|-----------------|------------|---|-----|---|-------------|---------|---------------|------------------|
| Common Stock | 05/24/2006 | S | 22 | D | \$ 57.52 | 889,545 | D (1) (2) (3) | |
| Common Stock | 05/24/2006 | S | 87 | D | \$ 57.6 | 889,458 | D (1) (2) (3) | |
| Common Stock | 05/24/2006 | S | 109 | D | \$ 59 | 889,349 | D (1) (2) (3) | |
| Common Stock | | | | | | 34,180 | I | See footnote (4) |

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) | 4. Transact Code (Instr. 8) | 5. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 5 | ate | 7. Title and A Underlying S (Instr. 3 and | Securities | 8. Prio Deriva Secur (Instr. |
|---|---|--------------------------------------|--------------------------------------|---|---------------------|--------------------|---|----------------------------------|---------------------------------------|
| | | | 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 | | X | | | | |
| NEW YORK, NY 10004 | | | | | | |

Reporting Owners 3

GOLDMAN SACHS INTERNATIONAL
85 BROAD STREET
X
NEW YORK, NY 10004

Signatures

/s/ Roger S. Begelman, Attorney-in-fact 05/30/2006

**Signature of Reporting Person Date

/s/ Roger S. Begelman, 05/30/2006

Attorney-in-fact 05/30/2006

**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 is the fourth of four Forms 4 being filed by the Reporting Persons as of the date of this Form 4.
- (2) 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").
 - On May 25, 2006, GS Group reported that it sold (i) 67,731 shares of the Issuer's common stock, \$0.01 par value ("Common Stock) on May 23, 2006 at a price of \$60.91 and (ii) 8,740 shares of Common Stock on May 24, 2006 at a price of \$56.76. This amended Form 4 is
- (3) being filed to reflect the fact that GS Group sold (i) an aggregate of 67,731 shares of Common Stock on May 23, 2006 in a series of transactions that were effected at various prices and (ii) an aggregate of 8,740 shares of Common Stock on May 24, 2006 in a series of transactions that were effected at various prices.
- (4) GSI beneficially owns directly and GS Group may be deemed to beneficially own indirectly 34,180 shares of Common Stock. GSI is an indirect wholly-owned subsidiary of GS Group.
- 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.

Signatures 4