

INTERCONTINENTALEXCHANGE INC  
 Form 4  
 June 06, 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  
 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

06/02/2006

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

NEW YORK, NY 10004

\_\_\_ Form filed by One Reporting Person  
 \_X\_ Form filed by More than One Reporting Person

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/02/2006		S		5,462	D	\$ 55.01
Common Stock	06/02/2006		S		109	D	\$ 55.07
Common Stock	06/02/2006		S		21,850	D	\$ 55.1
Common Stock	06/02/2006		S		5,462	D	\$ 55.15
Common Stock	06/02/2006		S		30	D	\$ 55.16

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Common Stock	06/02/2006	S	11,004	D	\$ 55.2	675,188	D <u>(1)</u>
Common Stock	06/02/2006	S	1,092	D	\$ 56	674,096	D <u>(1)</u>
Common Stock	06/02/2006	S	44	D	\$ 56.02	674,052	D <u>(1)</u>
Common Stock	06/02/2006	S	218	D	\$ 56.03	673,834	D <u>(1)</u>
Common Stock	06/02/2006	S	371	D	\$ 56.05	673,463	D <u>(1)</u>
Common Stock	06/02/2006	S	153	D	\$ 56.06	673,310	D <u>(1)</u>
Common Stock	06/02/2006	S	87	D	\$ 56.07	673,223	D <u>(1)</u>
Common Stock	06/02/2006	S	22	D	\$ 56.08	673,201	D <u>(1)</u>
Common Stock	06/02/2006	S	306	D	\$ 56.1	672,895	D <u>(1)</u>
Common Stock	06/02/2006	S	44	D	\$ 56.11	672,851	D <u>(1)</u>
Common Stock	06/02/2006	S	22	D	\$ 56.15	672,829	D <u>(1)</u>
Common Stock	06/02/2006	S	655	D	\$ 56.16	672,174	D <u>(1)</u>
Common Stock	06/02/2006	S	22	D	\$ 56.17	672,152	D <u>(1)</u>
Common Stock	06/02/2006	S	65	D	\$ 56.18	672,087	D <u>(1)</u>
Common Stock	06/02/2006	S	109	D	\$ 56.2	671,978	D <u>(1)</u>
Common Stock	06/02/2006	S	44	D	\$ 56.22	671,934	D <u>(1)</u>
Common Stock	06/02/2006	S	65	D	\$ 56.23	671,869	D <u>(1)</u>
Common Stock	06/02/2006	S	65	D	\$ 56.24	671,804	D <u>(1)</u>
Common Stock	06/02/2006	S	5,441	D	\$ 56.25	666,363	D <u>(1)</u>
Common Stock	06/02/2006	S	44	D	\$ 56.26	666,319	D <u>(1)</u>
	06/02/2006	S	22	D		666,297	D <u>(1)</u>

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Common Stock					\$ 56.27			
Common Stock	06/02/2006		S	44	D	\$ 56.3	666,253	D <sup>(1)</sup>
Common Stock	06/02/2006		S	44	D	\$ 56.39	666,209	D <sup>(1)</sup>
Common Stock	06/02/2006		S	44	D	\$ 56.4	666,165	D <sup>(1)</sup>
Common Stock							34,180	I
								See footnote <sup>(2)</sup>

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

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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	<sup>(3)</sup>					<sup>(3)</sup>	<sup>(3)</sup>	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	

