INTERCONTINENTALEXCHANGE INC

Form 4 May 30, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Stock

05/25/2006

(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				
INTERCO			CONTINENTALEXCHANGE [CE]				(Check all applicable)				
(Last) 85 BROAD	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/25/2006			Director X 10% Owner Officer (give title Other (specify below)					
(Street) 4. If Amer			Amendment, Date Original d(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				
(City) (State) (Zip)			Table	Table I - Non-Derivative Securities Acqu					Person nired, Disposed of, or Beneficially Owned		
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execution		3. Transaction Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ties A ispose 4 and (A) or	cquired d of (D) 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	
Common Stock	05/25/2006			Code V S	Amount 44	(D)	Price \$ 55.01	889,305	D (1) (2)		
Common Stock	05/25/2006			S	87	D	\$ 55.05	889,218	D (1) (2)		
Common Stock	05/25/2006			S	219	D	\$ 55.06	888,999	D (1) (2)		
Common Stock	05/25/2006			S	44	D	\$ 55.09	888,955	D (1) (2)		

S

1,540 D

\$ 55.1 887,415

 $D^{(1)}(2)$

Common Stock	05/25/2006	S	17	D	\$ 55.13	887,398	D (1) (2)
Common Stock	05/25/2006	S	218	D	\$ 55.14	887,180	D (1) (2)
Common Stock	05/25/2006	S	350	D	\$ 55.15	886,830	D (1) (2)
Common Stock	05/25/2006	S	660	D	\$ 55.2	886,170	D (1) (2)
Common Stock	05/25/2006	S	328	D	\$ 55.21	885,842	D (1) (2)
Common Stock	05/25/2006	S	66	D	\$ 55.24	885,776	D (1) (2)
Common Stock	05/25/2006	S	5,921	D	\$ 55.25	879,855	D (1) (2)
Common Stock	05/25/2006	S	44	D	\$ 55.26	879,811	D (1) (2)
Common Stock	05/25/2006	S	22	D	\$ 55.27	879,789	D (1) (2)
Common Stock	05/25/2006	S	87	D	\$ 55.28	879,702	D (1) (2)
Common Stock	05/25/2006	S	65	D	\$ 55.3	879,637	D (1) (2)
Common Stock	05/25/2006	S	109	D	\$ 55.31	879,528	D (1) (2)
Common Stock	05/25/2006	S	109	D	\$ 55.35	879,419	D (1) (2)
Common Stock	05/25/2006	S	44	D	\$ 55.36	879,375	D (1) (2)
Common Stock	05/25/2006	S	339	D	\$ 55.4	879,036	D (1) (2)
Common Stock	05/25/2006	S	6,358	D	\$ 55.5	872,678	D (1) (2)
Common Stock	05/25/2006	S	44	D	\$ 55.51	872,634	D (1) (2)
Common Stock	05/25/2006	S	22	D	\$ 55.52	872,612	D (1) (2)
Common Stock	05/25/2006	S	22	D	\$ 55.53	872,590	D (1) (2)
Common Stock	05/25/2006	S	66	D	\$ 55.55	872,524	D (1) (2)
	05/25/2006	S	22	D		872,502	D (1) (2)

Common Stock					\$ 55.56			
Common Stock	05/25/2006	S	109	D	\$ 55.57	872,393	D (1) (2)	
Common Stock	05/25/2006	S	1,551	D	\$ 55.6	870,842	D (1) (2)	
Common Stock	05/25/2006	S	66	D	\$ 55.61	870,776	D (1) (2)	
Common Stock						34,180	I	See footnote (3)

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. Transacti Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Number Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derivation Security (Instr.
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class A Common Stock Series 2	<u>(4)</u>				<u>(4)</u>	<u>(4)</u>	Common Stock	5,428,659	

Reporting Owners

Reporting Owner Name / Address				
	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, 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 first of two Forms 4 being filed by the Reporting Persons as of the date of this Form 4.
- 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").
- 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.
- 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