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INTERCONTINENTALEXCHANGE INC

Form SC 13D/A

October 24, 2006

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 4)

IntercontinentalExchange, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

45865V100
(CUSIP Number)

Ben I. Adler, Esq.
The Goldman Sachs Group, Inc.
85 Broad Street
New York, NY 10004
(212) 902-1000

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

October 19, 2006

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box ☐.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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CUSIP NO. 45865V100

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| | | |
|---|------------------------------|-----------|
| 1. NAMES OF REPORTING PERSONS. | | |
| I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | | |
| The Goldman Sachs Group, Inc. | | |
| 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) | (a) [] (b) [] | |
| 3. SEC USE ONLY | | |
| 4. SOURCE OF FUNDS (SEE INSTRUCTIONS) | | |
| 5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) | | [X] |
| 6. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7. SOLE VOTING POWER | 2,586,643 |
| | 8. SHARED VOTING POWER | 0 |
| | 9. SOLE DISPOSITIVE POWER | 2,678,392 |
| | 10. SHARED DISPOSITIVE POWER | 0 |
| 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,678,392 | | |
| 12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) | | [] |
| 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.7% | | |
| 14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) HC-CO | | |

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This Amendment No. 4, filed by The Goldman Sachs Group, Inc. ("GS Group"), amends and supplements the Statement on Schedule 13D filed by GS Group on December 1, 2005 (the "Initial Schedule 13D"), Amendment No. 1 to Schedule 13D filed by GS Group on March 23, 2006 ("Amendment No. 1"), Amendment No. 2 to Schedule 13D filed by GS Group on July 26, 2006 ("Amendment No. 2") and Amendment No. 3 to Schedule 13D filed by GS Group on October 20, 2006 ("Amendment No. 3"), in each case with respect to the common stock, par value \$0.01 per share (the "Common Stock"), of IntercontinentalExchange, Inc., a Delaware corporation (the "Company"). Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Initial Schedule 13D, Amendment No. 1, Amendment No. 2 and Amendment No. 3.

ITEM 4. PURPOSE OF THE TRANSACTION.

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Item 4 is hereby amended and restated in its entirety as follows:

On October 19, 2006, GS Group sold 250,000 shares of Common Stock in accordance with Rule 144(k). On October 20, 2006, GS Group sold an additional 250,000 shares of Common Stock in accordance with Rule 144(k). After giving effect to these sales, GS Group is deemed to beneficially own 2,678,392 shares of Common Stock, of which 2,552,399 are held by GS Group directly, and 34,180 are held by Goldman Sachs International ("GSI"), a wholly-owned subsidiary of GS Group. Of the remaining 91,813 shares, GS Group is deemed to beneficially own (i) 91,749 shares of Common Stock held in client accounts with respect to which Goldman Sachs & Co., a direct and indirect wholly-owned subsidiary of GS Group ("Goldman Sachs"), or employees of Goldman Sachs have investment discretion ("Managed Accounts") and (ii) 64 shares of Common Stock acquired in the ordinary course of business of Goldman Sachs or another wholly-owned broker or dealer subsidiary of GS Group in ordinary course trading activities.

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As of the date of this Statement, neither the Reporting Person, nor, to the knowledge and belief of the Reporting Person, any of the persons listed on Schedule I hereto, has any present plan or proposals which would relate to or would result in any transaction event or action enumerated in paragraphs (a) through (j) of Item 4 of Schedule 13D, except as and to the extent described below.

GS Group expects to evaluate on an ongoing basis the Company's financial condition, business, operations and prospects, the market price of the Common Stock, conditions in the securities markets generally, general economic and industry conditions and other factors. Subject to such evaluation, GS Group may sell additional shares of Common Stock pursuant to Rule 144(k). GS Group reserves the right to change its plans and intentions at any time, as it deems appropriate. In particular, GS Group (and its affiliates) may purchase additional shares of Common Stock or other securities of the Company or may sell or transfer shares of Common Stock beneficially owned by it from time to time in public or private transactions and/or may enter into privately negotiated derivative transactions with institutional counterparties to hedge the market risk of some or all of its positions in the shares of Common Stock or other securities and/or may distribute in kind to its affiliates shares of Common Stock or other securities. Any such transactions may be effected at any time or from time to time. To the knowledge of GS Group, each of the persons listed on Schedule I hereto may make similar evaluations from time to time or on an ongoing basis and reserves the same rights.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended and restated in its entirety as follows:

(a) Based on the information provided in the Company's Form 10-Q for the fiscal period ended June 30, 2006, there were 56,548,494 shares of Common Stock outstanding as of July 26, 2006.

As of October 20, 2006, after giving effect to the sales described in Item 4 above (on October 19, 2006 and October 20, 2006), GS Group is deemed to beneficially own 2,678,392 shares of Common Stock, representing 4.7% of the outstanding Common Stock, of which 2,552,399 shares are held by GS Group directly, and 34,180 are held by GSI. Of the remaining 91,813 shares, GS Group is deemed to beneficially own (i) 91,749 shares of Common Stock held in Managed Accounts and (ii) 64 shares of Common Stock acquired in the ordinary course of business of Goldman Sachs or another wholly-owned broker or dealer subsidiary of GS Group in ordinary course trading activities.

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In accordance with Securities and Exchange Commission Release No. 34-395538 (January 12, 1998) (the "Release"), this filing reflects the securities beneficially owned by certain operating units (collectively, the "Goldman Sachs Reporting Units") of GS Group and its subsidiaries and affiliates (collectively, "GSG"). This filing does not reflect securities, if any, beneficially owned by any operating units of GSG whose ownership of securities is disaggregated from that of the Goldman Sachs Reporting Units in accordance with the Release. The Goldman Sachs Reporting Units disclaim beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which the Goldman Sachs Reporting Units or their employees have voting or investment discretion, or both, and (ii) certain investment entities of which the Goldman Sachs Reporting Units acts as the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than the Goldman Sachs Reporting Units.

(b) GS Group had sole power to vote or direct the vote of 2,586,643 of the shares of Common Stock to which this Schedule 13D relates, and sole power to dispose or direct the disposition of the 2,678,392 shares of Common Stock to which this Schedule 13D relates.

(c) Schedule III sets forth the transactions in the shares of Common Stock that have been effected during the period from October 19, 2006 through October 20, 2006. Except as described above, all of the transactions set forth on Schedule III were effected in the ordinary course of business of Goldman Sachs or another wholly-owned broker or dealer subsidiary of GS Group in ordinary course trading activities. The transactions in the shares of Common Stock, described in Schedule III, were effected on the New York Stock Exchange or the over-the-counter market.

Except as described above, no transactions in the shares of Common Stock were effected by GS Group, or, to its knowledge, any of the persons listed on Schedule I hereto during the period from October 19, 2006 through October 20, 2006.

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(d) Except for clients of Goldman Sachs who may have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any shares of Common Stock held in Managed Accounts, no other person is known by GS Group to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any shares of Common Stock that may be deemed to be beneficially owned by GS Group.

(e) GS Group ceased to be the beneficial owner of more than 5% of the outstanding shares of Common Stock on October 20, 2006.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Item 6 is hereby amended and restated in its entirety as follows:

REGISTRATION RIGHTS AGREEMENT

GS Group is a party to a Registration Rights Agreement, dated November 21, 2005, by and among the Company and certain of its stockholders (the "Registration Rights Agreement"), pursuant to which the Company has agreed to register shares of Common Stock that GS Group and the other stockholders that are parties to the agreement (together, the "Designated Stockholders") may receive upon conversion of their A2 Shares from time to time following the IPO under the circumstances described below.

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Once the Company is eligible to use Form S-3 to register Company securities, the Designated Stockholders will have the right to request an unlimited number of registrations on Form S-3, provided that any such request is received from one or more Designated Stockholders as a group holding 25% or more of the shares subject to registration. Each of the Designated Stockholders other than those originally requesting registration can request to participate in, or "piggy-back" on, any registration on Form S-3. If the Company files a registration statement (on Form S-3 or otherwise) for an offering of common stock by it or by other stockholders other than the Designated Stockholders, the Company is required to offer the Designated Stockholders the opportunity to register their registrable shares.

The registration rights of the Designated Stockholders are subject to conditions and limitations, including the right of the underwriters to limit the number of shares to be included in a registration and the Company's right to delay or withdraw a registration statement under specified circumstances. In addition, the Company is not obligated to effect more than two S-3

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registrations in any 12-month period or any S-3 registration if the participating holders propose to sell their registrable shares at an aggregate price to the public of less than \$20.0 million.

Other than underwriting discounts and commissions and brokers' commissions, the Company will pay all registration expenses in connection with one S-3 registration per year, whether or not such registration becomes effective, unless the registration is withdrawn at the request of a majority of the participating stockholders. If more than one S-3 registration is invoked per year, all registration expenses for the additional registration will be borne by the participating stockholders pro rata.

The foregoing description of the Registration Rights Agreement is qualified in its entirety by reference to the Registration Rights Agreement, which is filed as an exhibit to this Statement and incorporated by reference in its entirety to this Item 6. Except as described herein, neither GS Group, nor, to the knowledge of GS Group, any of the persons listed on Schedule I hereto, is a party to any contract, arrangement, understanding or relationship with respect to any securities of the Company.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 is hereby amended and restated in its entirety as follows:

| Exhibit ----- | Description ----- |
|------------------|---|
| 1. | Registration Rights Agreement, dated as of November 21, 2005, by and among the Company and the parties listed in Annex A thereto (incorporated by reference to the Initial Schedule 13D, filed December 1, 2005). |
| 2. | Power of Attorney, dated May 23, 2006, relating to The Goldman Sachs Group, Inc. |

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SIGNATURES

After reasonable inquiry and to the best knowledge and belief of GS Group, GS Group certifies that the information set forth in this Statement is true, complete and correct.

Date: October 24, 2006

THE GOLDMAN SACHS GROUP, INC.

By: /s/ Michael T. Seeley
Name: Michael T. Seeley
Title: Attorney-in-Fact

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SCHEDULE I

The name of each director of The Goldman Sachs Group, Inc. is set forth below.

The business address of each person listed below is c/o Goldman, Sachs & Co., 85 Broad Street, New York, NY 10004.

Each person is a citizen of the United States of America except for Lord Browne of Madingley, who is a citizen of the United Kingdom and Claes Dahlback, who is a citizen of Sweden. The present principal occupation or employment of each of the listed persons is set forth below.

| Name | Present Principal Occupation |
|--------------------------|--|
| ----- | ----- |
| Lloyd C. Blankfein | Chairman of the Board and Chief Executive Officer of The Goldman Sachs Group, Inc. |
| Gary D. Cohn | President and Co-Chief Operating Officer of The Goldman Sachs Group, Inc. |
| Jon Winkelried | President and Co-Chief Operating Officer of The Goldman Sachs Group, Inc. |
| Lord Browne of Madingley | Group Chief Executive of BP p.l.c. |
| John H. Bryan | Retired Chairman and Chief Executive Officer of Sara Lee Corporation |
| Claes Dahlback | Senior Advisor to Investor AB and Executive Vice Chairman of W Capital Management |

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| | |
|-------------------|--|
| Stephen Friedman | Senior Advisor to Stone Point Capital |
| William W. George | Professor of Management Practice at the Harvard Business School, Retired Chairman and Chief Executive Officer of Medtronic, Inc. |
| James A. Johnson | Vice Chairman of Perseus, L.L.C. |
| Lois D. Juliber | Retired Vice Chairman of Colgate-Palmolive Company |

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|-----------------|---|
| Edward M. Liddy | Chairman of the Board and Chief Executive Officer of The Allstate Corporation |
| Ruth J. Simmons | President of Brown University |

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SCHEDULE II

In November 2002, the Securities and Exchange Commission ("SEC"), the National Association of Securities Dealers ("NASD") and the New York Stock Exchange, Inc. ("NYSE") alleged that five broker dealers, including Goldman Sachs, violated Section 17(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Rule 17a-4 thereunder, NYSE Rules 440 and 342 and NASD Rules 3010 and 3110 by allegedly failing to preserve electronic mail communications for three years and/or to preserve electronic mail communications for the first two years in an accessible place, and by allegedly having inadequate supervisory systems and procedures in relation to the retention of electronic mail communications. Without admitting or denying the allegations, the five broker dealers, including Goldman, Sachs & Co. ("Goldman Sachs"), consented to censure by the SEC, NASD and NYSE and to the imposition of a cease-and-desist order by the SEC and Goldman Sachs paid a total fine of \$1,650,000 (\$550,000 each to the SEC, NASD and NYSE). Goldman Sachs also undertook to review its procedures regarding the preservation of electronic mail communications for compliance with the federal securities laws and regulations and the rules of the NASD and NYSE, and to confirm within a specified period of time that it has established systems and procedures reasonably designed to achieve compliance with those laws, regulations and rules.

On April 28, 2003, without admitting or denying liability, ten investment banking firms including Goldman Sachs, entered into global settlements with the SEC, the NYSE, the NASD and certain states to resolve the investigations relating to equity research analyst conflicts of interest. Goldman Sachs was charged with violating NYSE Rules 342, 401, 472 and 475, and NASD Conduct Rules 2110, 2210 and 3010. Goldman Sachs also agreed to a censure by the NYSE and the NASD and to pay a total of \$110,000,000 and to adopt a set of industry-wide reforms of its research and investment banking businesses and to adopt certain

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restrictions on the allocations of "hot" IPO shares. The terms of the global settlement were entered in an order by a federal court in the Southern District of New York on October 31, 2003 (Civil Action Number 03CV2944).

On September 4, 2003, Goldman Sachs and the SEC settled administrative proceedings relating to certain trading in U.S. Treasury securities by Goldman Sachs on the morning of October 31, 2001. The Staff of the SEC alleged that Goldman Sachs violated (i) Section 15(c)(1) and Rule 15c1-2 of the Exchange Act as a result of certain trading in U.S. Treasury bonds over an eight minute period on October 31, 2001; and (ii) Section 15(f) of the Exchange Act by failing to maintain policies and procedures specifically addressed to the possible misuse of non-public information obtained from outside consultants. Under the Offer of Settlement submitted by Goldman Sachs and accepted by the SEC, without admitting or denying the SEC's allegations, Goldman Sachs consented to the entry of an Order that, among other things, (i) censured Goldman Sachs; (ii) directed Goldman Sachs to cease and desist from committing or causing any violations of Section 15(c)(1)(A) & (C) and 15(f) and Rule 15c1-2 of the Exchange Act; (iii) ordered Goldman Sachs to pay disgorgement and prejudgment interest in the amount of \$1,742,642, and a civil monetary penalty of \$5 million; and (iv) directed Goldman Sachs to conduct a review its policies and procedures and to adopt, implement and maintain policies and procedures consistent with the Order and that review. Goldman Sachs also undertook to pay \$2,562,740 in disgorgement and interest relating to certain trading in U.S. Treasury bond futures during the same eight minute period.

On July 1, 2004, Goldman Sachs and the SEC settled administrative proceedings relating to communications from Goldman Sachs sales traders on its Asian Shares Sales Desk to certain institutional customers and news media concerning four international public securities offerings during the period between October 1999 and March 2000. The SEC alleged (i) that certain of these communications by Goldman Sachs employees were made after the registration statements pertaining to those offerings were filed, but not yet declared effective by the SEC, in violation of Section 5(b) of the Securities Act and (ii) that certain comments to the news media by Goldman Sachs with respect to one of the offerings constituted an offer to sell securities in violation of Section 5(c) of the Securities Act. The SEC also alleged that Goldman Sachs failed to adequately supervise the Asian Shares Sales Desk traders, as required by Section 15(b)(4)(E) of the Exchange Act. Under the Offer of Settlement submitted by Goldman Sachs and accepted by the SEC, without admitting or denying the SEC's allegations, Goldman Sachs consented to the entry of an Order that, among other things, directed Goldman Sachs to cease and desist from committing or causing any violations of Sections 5(b) and 5(c) of the Securities Act., and ordered Goldman Sachs to pay a civil monetary penalty of \$2 million.

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On January 24, 2005, the SEC filed an action in the U.S. District Court for the Southern District of New York alleging that Goldman Sachs violated Rule 101 of Regulation M under the Exchange Act by attempting to induce, or inducing certain investors to make, aftermarket purchases of certain initial public offerings underwritten by Goldman Sachs during 2000. On February 4, 2005, without admitting or denying the allegations of the complaint, a final judgment was entered against Goldman Sachs, with the consent of Goldman Sachs, under which Goldman Sachs was permanently restrained and enjoined from violating Rule 101 of Regulation M and required to pay a \$40 million civil penalty, which was paid on March 31, 2005.

In May 2006, the SEC alleged that fourteen investment banking firms, including Goldman Sachs, violated Section 17(a)(2) of the Securities Act of 1933, by engaging in one or more practices relating to auctions of auction rate securities during the period from January 1, 2003 through June 30, 2004 as

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described in the cease-and-desist order entered by the SEC. Goldman Sachs has agreed to provide certain disclosures about its material auction practices and procedures to auction participants and to certify to the SEC that it has implemented certain procedures relating to the auction process. As part of a multi-firm settlement, Goldman Sachs submitted an Offer of Settlement which was accepted by the SEC on May 31, 2006. Without admitting or denying the allegations, Goldman Sachs consented to a censure and cease-and-desist order and payment of \$1,500,000 civil money penalty.

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SCHEDULE III

| Purchases | Sales | Price | Trade Date | Settlement Date |
|-----------|-------|-------|------------|-----------------|
| | 100 | 80.55 | 10/19/2006 | 10/24/2006 |
| | 100 | 80.59 | 10/19/2006 | 10/24/2006 |
| | 100 | 80.98 | 10/19/2006 | 10/24/2006 |
| | 100 | 81.21 | 10/19/2006 | 10/24/2006 |
| | 100 | 81.36 | 10/19/2006 | 10/24/2006 |
| | 100 | 81.46 | 10/19/2006 | 10/24/2006 |
| | 100 | 81.60 | 10/19/2006 | 10/24/2006 |
| | 200 | 80.66 | 10/19/2006 | 10/24/2006 |
| | 200 | 81.19 | 10/19/2006 | 10/24/2006 |
| | 200 | 81.26 | 10/19/2006 | 10/24/2006 |
| | 200 | 81.27 | 10/19/2006 | 10/24/2006 |
| | 200 | 81.33 | 10/19/2006 | 10/24/2006 |
| | 200 | 81.51 | 10/19/2006 | 10/24/2006 |
| | 200 | 81.53 | 10/19/2006 | 10/24/2006 |
| | 300 | 80.56 | 10/19/2006 | 10/24/2006 |
| | 300 | 80.63 | 10/19/2006 | 10/24/2006 |
| | 300 | 80.70 | 10/19/2006 | 10/24/2006 |
| | 300 | 81.15 | 10/19/2006 | 10/24/2006 |
| | 300 | 81.17 | 10/19/2006 | 10/24/2006 |
| | 300 | 81.39 | 10/19/2006 | 10/24/2006 |
| | 400 | 80.75 | 10/19/2006 | 10/24/2006 |
| | 400 | 80.77 | 10/19/2006 | 10/24/2006 |
| | 400 | 80.83 | 10/19/2006 | 10/24/2006 |
| | 400 | 81.16 | 10/19/2006 | 10/24/2006 |
| | 400 | 81.29 | 10/19/2006 | 10/24/2006 |
| | 400 | 81.32 | 10/19/2006 | 10/24/2006 |
| | 400 | 81.34 | 10/19/2006 | 10/24/2006 |
| | 400 | 81.37 | 10/19/2006 | 10/24/2006 |
| | 400 | 81.40 | 10/19/2006 | 10/24/2006 |
| | 500 | 80.50 | 10/19/2006 | 10/24/2006 |
| | 500 | 80.61 | 10/19/2006 | 10/24/2006 |
| | 500 | 80.73 | 10/19/2006 | 10/24/2006 |
| | 500 | 80.99 | 10/19/2006 | 10/24/2006 |
| | 500 | 81.10 | 10/19/2006 | 10/24/2006 |
| | 600 | 80.64 | 10/19/2006 | 10/24/2006 |
| | 600 | 81.06 | 10/19/2006 | 10/24/2006 |
| | 600 | 81.25 | 10/19/2006 | 10/24/2006 |
| | 700 | 80.74 | 10/19/2006 | 10/24/2006 |
| | 700 | 81.35 | 10/19/2006 | 10/24/2006 |
| | 800 | 80.53 | 10/19/2006 | 10/24/2006 |
| | 800 | 80.67 | 10/19/2006 | 10/24/2006 |
| | 800 | 80.79 | 10/19/2006 | 10/24/2006 |
| | 800 | 80.82 | 10/19/2006 | 10/24/2006 |
| | 900 | 80.51 | 10/19/2006 | 10/24/2006 |
| | 900 | 80.65 | 10/19/2006 | 10/24/2006 |

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| | | | |
|-------|-------|------------|------------|
| 1,000 | 81.11 | 10/19/2006 | 10/24/2006 |
| 1,100 | 80.96 | 10/19/2006 | 10/24/2006 |
| 1,200 | 80.84 | 10/19/2006 | 10/24/2006 |
| 1,200 | 80.85 | 10/19/2006 | 10/24/2006 |
| 1,200 | 81.02 | 10/19/2006 | 10/24/2006 |
| 1,200 | 81.07 | 10/19/2006 | 10/24/2006 |

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|-------|--------|-------|------------|------------|
| | 1,200 | 81.12 | 10/19/2006 | 10/24/2006 |
| | 1,200 | 81.20 | 10/19/2006 | 10/24/2006 |
| | 1,300 | 80.54 | 10/19/2006 | 10/24/2006 |
| | 1,400 | 80.80 | 10/19/2006 | 10/24/2006 |
| | 1,400 | 80.89 | 10/19/2006 | 10/24/2006 |
| | 1,600 | 80.58 | 10/19/2006 | 10/24/2006 |
| | 1,600 | 80.92 | 10/19/2006 | 10/24/2006 |
| | 1,700 | 80.57 | 10/19/2006 | 10/24/2006 |
| | 1,700 | 80.87 | 10/19/2006 | 10/24/2006 |
| | 1,700 | 80.88 | 10/19/2006 | 10/24/2006 |
| | 1,700 | 80.95 | 10/19/2006 | 10/24/2006 |
| | 1,700 | 81.47 | 10/19/2006 | 10/24/2006 |
| | 1,800 | 80.81 | 10/19/2006 | 10/24/2006 |
| | 1,800 | 81.03 | 10/19/2006 | 10/24/2006 |
| | 1,900 | 81.04 | 10/19/2006 | 10/24/2006 |
| | 2,100 | 81.08 | 10/19/2006 | 10/24/2006 |
| | 2,200 | 80.71 | 10/19/2006 | 10/24/2006 |
| | 2,300 | 80.68 | 10/19/2006 | 10/24/2006 |
| | 2,300 | 80.72 | 10/19/2006 | 10/24/2006 |
| | 2,400 | 80.97 | 10/19/2006 | 10/24/2006 |
| | 2,600 | 80.91 | 10/19/2006 | 10/24/2006 |
| | 2,600 | 81.09 | 10/19/2006 | 10/24/2006 |
| | 3,000 | 81.44 | 10/19/2006 | 10/24/2006 |
| | 3,300 | 80.93 | 10/19/2006 | 10/24/2006 |
| | 4,000 | 80.78 | 10/19/2006 | 10/24/2006 |
| | 4,100 | 80.86 | 10/19/2006 | 10/24/2006 |
| | 4,100 | 80.90 | 10/19/2006 | 10/24/2006 |
| | 5,300 | 81.01 | 10/19/2006 | 10/24/2006 |
| | 5,400 | 80.94 | 10/19/2006 | 10/24/2006 |
| | 5,600 | 80.76 | 10/19/2006 | 10/24/2006 |
| | 6,500 | 81.05 | 10/19/2006 | 10/24/2006 |
| | 6,500 | 81.45 | 10/19/2006 | 10/24/2006 |
| | 7,900 | 81.00 | 10/19/2006 | 10/24/2006 |
| | 21,800 | 81.50 | 10/19/2006 | 10/24/2006 |
| | 200 | 81.07 | 10/19/2006 | 10/24/2006 |
| | 2,200 | 81.53 | 10/19/2006 | 10/24/2006 |
| | 5,000 | 80.55 | 10/19/2006 | 10/24/2006 |
| | 5,000 | 80.65 | 10/19/2006 | 10/24/2006 |
| | 5,000 | 80.95 | 10/19/2006 | 10/24/2006 |
| | 10,000 | 80.50 | 10/19/2006 | 10/24/2006 |
| | 10,000 | 80.90 | 10/19/2006 | 10/24/2006 |
| | 10,000 | 81.35 | 10/19/2006 | 10/24/2006 |
| | 24,800 | 81.05 | 10/19/2006 | 10/24/2006 |
| | 35,000 | 81.00 | 10/19/2006 | 10/24/2006 |
| 3,100 | | 81.44 | 10/19/2006 | 10/24/2006 |
| | 100 | 81.27 | 10/19/2006 | 10/24/2006 |
| | 100 | 81.28 | 10/19/2006 | 10/24/2006 |
| | 100 | 81.32 | 10/19/2006 | 10/24/2006 |
| | 100 | 81.33 | 10/19/2006 | 10/24/2006 |
| | 100 | 81.33 | 10/19/2006 | 10/24/2006 |
| | 100 | 81.33 | 10/19/2006 | 10/24/2006 |
| | 100 | 81.35 | 10/19/2006 | 10/24/2006 |
| | 100 | 81.36 | 10/19/2006 | 10/24/2006 |

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| | | | |
|-----|-------|------------|------------|
| 100 | 81.36 | 10/19/2006 | 10/24/2006 |
| 100 | 81.36 | 10/19/2006 | 10/24/2006 |
| 100 | 81.39 | 10/19/2006 | 10/24/2006 |
| 100 | 81.39 | 10/19/2006 | 10/24/2006 |
| 100 | 81.41 | 10/19/2006 | 10/24/2006 |
| 100 | 81.41 | 10/19/2006 | 10/24/2006 |
| 100 | 81.41 | 10/19/2006 | 10/24/2006 |
| 100 | 81.42 | 10/19/2006 | 10/24/2006 |
| 100 | 81.42 | 10/19/2006 | 10/24/2006 |
| 100 | 81.43 | 10/19/2006 | 10/24/2006 |

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|----|-------|-------|------------|------------|
| | 100 | 81.46 | 10/19/2006 | 10/24/2006 |
| | 100 | 81.47 | 10/19/2006 | 10/24/2006 |
| | 100 | 81.50 | 10/19/2006 | 10/24/2006 |
| | 100 | 81.50 | 10/19/2006 | 10/24/2006 |
| | 100 | 81.50 | 10/19/2006 | 10/24/2006 |
| | 100 | 81.50 | 10/19/2006 | 10/24/2006 |
| | 100 | 81.50 | 10/19/2006 | 10/24/2006 |
| | 100 | 81.51 | 10/19/2006 | 10/24/2006 |
| | 100 | 81.52 | 10/19/2006 | 10/24/2006 |
| | 100 | 81.52 | 10/19/2006 | 10/24/2006 |
| | 100 | 81.54 | 10/19/2006 | 10/24/2006 |
| 33 | | 81.55 | 10/19/2006 | 10/24/2006 |
| | 200 | 81.92 | 10/20/2006 | 10/25/2006 |
| 34 | | 81.78 | 10/20/2006 | 10/25/2006 |
| | 500 | 80.93 | 10/20/2006 | 10/25/2006 |
| | 600 | 80.94 | 10/20/2006 | 10/25/2006 |
| | 900 | 80.95 | 10/20/2006 | 10/25/2006 |
| | 1,000 | 80.96 | 10/20/2006 | 10/25/2006 |
| | 1,900 | 80.99 | 10/20/2006 | 10/25/2006 |
| | 1,000 | 81.00 | 10/20/2006 | 10/25/2006 |
| | 200 | 81.00 | 10/20/2006 | 10/25/2006 |
| | 2,900 | 81.01 | 10/20/2006 | 10/25/2006 |
| | 400 | 81.02 | 10/20/2006 | 10/25/2006 |
| | 1,000 | 81.03 | 10/20/2006 | 10/25/2006 |
| | 100 | 81.05 | 10/20/2006 | 10/25/2006 |
| | 300 | 81.06 | 10/20/2006 | 10/25/2006 |
| | 600 | 81.07 | 10/20/2006 | 10/25/2006 |
| | 400 | 81.13 | 10/20/2006 | 10/25/2006 |
| | 1,200 | 81.17 | 10/20/2006 | 10/25/2006 |
| | 1,000 | 81.20 | 10/20/2006 | 10/25/2006 |
| | 800 | 81.21 | 10/20/2006 | 10/25/2006 |
| | 900 | 81.22 | 10/20/2006 | 10/25/2006 |
| | 700 | 81.25 | 10/20/2006 | 10/25/2006 |
| | 400 | 81.26 | 10/20/2006 | 10/25/2006 |
| | 500 | 81.27 | 10/20/2006 | 10/25/2006 |
| | 200 | 81.29 | 10/20/2006 | 10/25/2006 |
| | 200 | 81.30 | 10/20/2006 | 10/25/2006 |
| | 400 | 81.31 | 10/20/2006 | 10/25/2006 |
| | 500 | 81.32 | 10/20/2006 | 10/25/2006 |
| | 100 | 81.34 | 10/20/2006 | 10/25/2006 |
| | 200 | 81.35 | 10/20/2006 | 10/25/2006 |
| | 500 | 81.36 | 10/20/2006 | 10/25/2006 |
| | 900 | 81.45 | 10/20/2006 | 10/25/2006 |
| | 1,100 | 81.59 | 10/20/2006 | 10/25/2006 |
| | 200 | 81.59 | 10/20/2006 | 10/25/2006 |
| | 500 | 81.61 | 10/20/2006 | 10/25/2006 |
| | 1,100 | 81.62 | 10/20/2006 | 10/25/2006 |
| | 300 | 81.63 | 10/20/2006 | 10/25/2006 |
| | 200 | 81.64 | 10/20/2006 | 10/25/2006 |

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| | | | |
|-------|-------|------------|------------|
| 800 | 81.65 | 10/20/2006 | 10/25/2006 |
| 400 | 81.66 | 10/20/2006 | 10/25/2006 |
| 4,100 | 81.67 | 10/20/2006 | 10/25/2006 |
| 1,100 | 81.68 | 10/20/2006 | 10/25/2006 |
| 2,900 | 81.69 | 10/20/2006 | 10/25/2006 |
| 6,100 | 81.70 | 10/20/2006 | 10/25/2006 |
| 7,200 | 81.71 | 10/20/2006 | 10/25/2006 |
| 100 | 81.71 | 10/20/2006 | 10/25/2006 |
| 2,500 | 81.72 | 10/20/2006 | 10/25/2006 |
| 5,000 | 81.72 | 10/20/2006 | 10/25/2006 |
| 2,300 | 81.73 | 10/20/2006 | 10/25/2006 |
| 100 | 81.73 | 10/20/2006 | 10/25/2006 |
| 6,800 | 81.74 | 10/20/2006 | 10/25/2006 |
| 100 | 81.74 | 10/20/2006 | 10/25/2006 |

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| | | | |
|--------|-------|------------|------------|
| 9,000 | 81.75 | 10/20/2006 | 10/25/2006 |
| 5,000 | 81.75 | 10/20/2006 | 10/25/2006 |
| 3,900 | 81.76 | 10/20/2006 | 10/25/2006 |
| 5,300 | 81.77 | 10/20/2006 | 10/25/2006 |
| 4,500 | 81.78 | 10/20/2006 | 10/25/2006 |
| 4,100 | 81.79 | 10/20/2006 | 10/25/2006 |
| 29,700 | 81.80 | 10/20/2006 | 10/25/2006 |
| 15,000 | 81.80 | 10/20/2006 | 10/25/2006 |
| 8,100 | 81.81 | 10/20/2006 | 10/25/2006 |
| 2,900 | 81.82 | 10/20/2006 | 10/25/2006 |
| 2,600 | 81.83 | 10/20/2006 | 10/25/2006 |
| 3,600 | 81.84 | 10/20/2006 | 10/25/2006 |
| 7,500 | 81.85 | 10/20/2006 | 10/25/2006 |
| 100 | 81.85 | 10/20/2006 | 10/25/2006 |
| 24,000 | 81.85 | 10/20/2006 | 10/25/2006 |
| 2,400 | 81.86 | 10/20/2006 | 10/25/2006 |
| 3,700 | 81.87 | 10/20/2006 | 10/25/2006 |
| 2,500 | 81.88 | 10/20/2006 | 10/25/2006 |
| 4,200 | 81.89 | 10/20/2006 | 10/25/2006 |
| 4,800 | 81.90 | 10/20/2006 | 10/25/2006 |
| 11,000 | 81.90 | 10/20/2006 | 10/25/2006 |
| 3,800 | 81.91 | 10/20/2006 | 10/25/2006 |
| 200 | 81.91 | 10/20/2006 | 10/25/2006 |
| 3,600 | 81.92 | 10/20/2006 | 10/25/2006 |
| 900 | 81.93 | 10/20/2006 | 10/25/2006 |
| 2,300 | 81.94 | 10/20/2006 | 10/25/2006 |
| 500 | 81.95 | 10/20/2006 | 10/25/2006 |
| 800 | 81.96 | 10/20/2006 | 10/25/2006 |
| 1,800 | 81.97 | 10/20/2006 | 10/25/2006 |
| 800 | 81.98 | 10/20/2006 | 10/25/2006 |
| 5,400 | 81.99 | 10/20/2006 | 10/25/2006 |
| 12,000 | 82.00 | 10/20/2006 | 10/25/2006 |
| 300 | 82.01 | 10/20/2006 | 10/25/2006 |
| 400 | 82.02 | 10/20/2006 | 10/25/2006 |
| 100 | 82.07 | 10/20/2006 | 10/25/2006 |

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