

International Securities Exchange, Inc.
Form 4
March 16, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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
International Securities Exchange, Inc. [ISE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/14/2005

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

85 BROAD ST

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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		
Class A Common Stock	03/14/2005			S	999,999 (1) (2) \$ 18 (3)	D	2,888,631

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)

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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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC/ 85 BROAD ST NEW YORK, NY 10004		X		

Signatures

/s/ Edward T. Joel,
Attorney-in-fact
Date: 03/16/2005

__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) Pursuant to an underwriting agreement, dated March 8, 2005 (the "Underwriting Agreement"), and in connection with the initial public offering of shares of International Securities Exchange, Inc. (the "Company") Class A Common Stock, par value \$0.01 per share (the "Common Stock"), by the Company and certain selling stockholders (the "Selling Stockholders", which include The Goldman Sachs Group, Inc. ("GS Group")), pursuant to a registration statement (Registration No. 333-117145) (the "Registration Statement"), which was consummated on March 14, 2005, GS Group sold 869,564 shares of Common Stock.
- (2) In addition, on March 14, 2005 the sale of shares of the Company's Common Stock by the Company and Selling Stockholders to the Underwriters (as defined in the Underwriting Agreement) pursuant to the exercise by the Underwriters of an option to purchase an additional amount of shares of the Company's Common Stock from the Company and Selling Stockholders was consummated and in connection with such sale GS Group sold 130,435 shares of the Company's Common Stock to the Underwriters. Goldman, Sachs & Co. ("Goldman Sachs") was one of the several Underwriters under the Underwriting Agreement. Goldman Sachs is a direct and indirect wholly-owned subsidiary of GS Group. As of March 14, 2005, GS Group ceased to beneficially own more than 10% of Common Stock reported to be outstanding in the Company's Registration Statement, and is therefore no longer subject to Section 16.
- (3) Represents net price of \$16.74 per share plus \$1.26 per share for underwriting discount and commission.

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.