

INTERCONTINENTALEXCHANGE INC

Form 4

June 01, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MORGAN STANLEY

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)

1585 BROADWAY

(Street)

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

05/30/2006

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

NEW YORK, NY 10036

(City) (State) (Zip)

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

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

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, par value \$0.01	05/30/2006		S		110 ⁽¹⁾	D \$ 55.05	6,294,866 ⁽³⁾ I See Note ⁽²⁾
Common Stock, par value \$0.01	05/30/2006		S		22 ⁽¹⁾	D \$ 55.06	6,294,844 ⁽⁴⁾ I See Note ⁽²⁾
Common Stock, par value \$0.01	05/30/2006		S		22 ⁽¹⁾	D \$ 55.07	6,294,822 ⁽⁵⁾ I See Note ⁽²⁾
Common Stock, par	05/30/2006		S		22 ⁽¹⁾	D \$ 55.1	6,294,800 ⁽⁶⁾ I See Note ⁽²⁾

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value \$0.01

Common Stock, par value \$0.01	05/30/2006	S	22 <u>(1)</u>	D	\$ 55.16	6,294,788 <u>(7)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/30/2006	S	483 <u>(1)</u>	D	\$ 55.5	6,294,295 <u>(8)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/30/2006	S	132 <u>(1)</u>	D	\$ 55.51	6,294,163 <u>(9)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/30/2006	S	154 <u>(1)</u>	D	\$ 55.52	6,294,009 <u>(10)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/30/2006	S	65 <u>(1)</u>	D	\$ 55.53	6,293,944 <u>(11)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/30/2006	S	110 <u>(1)</u>	D	\$ 55.54	6,293,834 <u>(12)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/30/2006	S	43 <u>(1)</u>	D	\$ 55.55	6,293,791 <u>(13)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/30/2006	S	22 <u>(1)</u>	D	\$ 55.56	6,293,769 <u>(14)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/30/2006	S	285 <u>(1)</u>	D	\$ 55.57	6,293,484 <u>(15)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/30/2006	S	197 <u>(1)</u>	D	\$ 55.58	6,293,287 <u>(16)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/30/2006	S	43 <u>(1)</u>	D	\$ 55.59	6,293,244 <u>(17)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/30/2006	S	307 <u>(1)</u>	D	\$ 55.6	6,292,937 <u>(18)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/30/2006	S	44 <u>(1)</u>	D	\$ 55.63	6,292,893 <u>(19)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/30/2006	S	132 <u>(1)</u>	D	\$ 56.5	6,292,761 <u>(20)</u>	I	See Note <u>(2)</u>

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Common Stock, par value \$0.01	05/30/2006	S	176 ⁽¹⁾	D	\$ 56.58	6,292,585 ⁽²¹⁾	I	See Note (2)
Common Stock, par value \$0.01	05/30/2006	S	22 ⁽¹⁾	D	\$ 56.6	6,292,563 ⁽²²⁾	I	See Note (2)
Common Stock, par value \$0.01	05/30/2006	S	22 ⁽¹⁾	D	\$ 56.64	6,292,541 ⁽²³⁾	I	See Note (2)
Common Stock, par value \$0.01	05/30/2006	S	22 ⁽¹⁾	D	\$ 56.65	6,292,519 ⁽²⁴⁾	I	See Note (2)
Common Stock, par value \$0.01	05/30/2006	S	44 ⁽¹⁾	D	\$ 56.66	6,292,475 ⁽²⁵⁾	I	See Note (2)
Common Stock, par value \$0.01	05/30/2006	S	66 ⁽¹⁾	D	\$ 56.68	6,292,410 ⁽²⁶⁾	I	See Note (2)

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)	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 Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

MORGAN STANLEY
1585 BROADWAY
NEW YORK, NY 10036

X

Signatures

/s/ Dennine Bullard, authorized signatory of Morgan Stanley

06/01/2006

__Signature of Reporting Person

Date

/s/ Robert P. Kinney of Morgan Stanley Capital Group Inc.

06/01/2006

__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) Includes shares of Common Stock sold by Morgan Stanley Capital Group Inc. ("MSCG") and Morgan Stanley & Co. International Limited ("MSIL").
- (2) Each of MSCG and MSIL is a wholly-owned subsidiary of Morgan Stanley. MSCG and MSIL each directly own shares of Common Stock of the Issuer. *See* Exhibit 99.1 - Joint Filer Information.
- (3) Includes 6,261,490 shares of Common Stock held directly by MSCG and 33,376 shares held directly by MSIL on May 30, 2006.
- (4) Includes 6,261,468 shares of Common Stock held directly by MSCG and 33,376 shares held directly by MSIL on May 30, 2006.
- (5) Includes 6,261,446 shares of Common Stock held directly by MSCG and 33,376 shares held directly by MSIL on May 30, 2006.
- (6) Includes 6,261,424 shares of Common Stock held directly by MSCG and 33,376 shares held directly by MSIL on May 30, 2006.
- (7) Includes 6,261,402 shares of Common Stock held directly by MSCG and 33,376 shares held directly by MSIL on May 30, 2006.
- (8) Includes 6,260,922 shares of Common Stock held directly by MSCG and 33,373 shares held directly by MSIL on May 30, 2006.
- (9) Includes 6,260,791 shares of Common Stock held directly by MSCG and 33,372 shares held directly by MSIL on May 30, 2006.
- (10) Includes 6,260,638 shares of Common Stock held directly by MSCG and 33,371 shares held directly by MSIL on May 30, 2006.
- (11) Includes 6,260,573 shares of Common Stock held directly by MSCG and 33,371 shares held directly by MSIL on May 30, 2006.
- (12) Includes 6,260,464 shares of Common Stock held directly by MSCG and 33,370 shares held directly by MSIL on May 30, 2006.
- (13) Includes 6,260,421 shares of Common Stock held directly by MSCG and 33,370 shares held directly by MSIL on May 30, 2006.
- (14) Includes 6,260,399 shares of Common Stock held directly by MSCG and 33,370 shares held directly by MSIL on May 30, 2006.
- (15) Includes 6,260,116 shares of Common Stock held directly by MSCG and 33,368 shares held directly by MSIL on May 30, 2006.
- (16) Includes 6,259,920 shares of Common Stock held directly by MSCG and 33,367 shares held directly by MSIL on May 30, 2006.
- (17) Includes 6,259,877 shares of Common Stock held directly by MSCG and 33,367 shares held directly by MSIL on May 30, 2006.
- (18) Includes 6,259,572 shares of Common Stock held directly by MSCG and 33,365 shares held directly by MSIL on May 30, 2006.
- (19) Includes 6,259,528 shares of Common Stock held directly by MSCG and 33,365 shares held directly by MSIL on May 30, 2006.
- (20) Includes 6,259,397 shares of Common Stock held directly by MSCG and 33,364 shares held directly by MSIL on May 30, 2006.
- (21) Includes 6,259,222 shares of Common Stock held directly by MSCG and 33,363 shares held directly by MSIL on May 30, 2006.
- (22) Includes 6,259,200 shares of Common Stock held directly by MSCG and 33,363 shares held directly by MSIL on May 30, 2006.
- (23) Includes 6,259,178 shares of Common Stock held directly by MSCG and 33,363 shares held directly by MSIL on May 30, 2006.
- (24) Includes 6,259,156 shares of Common Stock held directly by MSCG and 33,363 shares held directly by MSIL on May 30, 2006.
- (25) Includes 6,259,112 shares of Common Stock held directly by MSCG and 33,363 shares held directly by MSIL on May 30, 2006.

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(26) Includes 6,259,047 shares of Common Stock held directly by MSCG and 33,363 shares held directly by MSIL on May 30, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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