

INTERCONTINENTALEXCHANGE INC
 Form 4
 June 05, 2006

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 *
 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)

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

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

1585 BROADWAY
 (Street)

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

NEW YORK, NY 10036

(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 or Price		
Common Stock, par value \$0.01	06/01/2006		S		4,255 (1) D \$ 55.05	6,254,558 (3) I	See Note (2)
Common Stock, par value \$0.01	06/01/2006		S		132 (1) D \$ 55.06	6,254,426 (4) I	See Note (2)
Common Stock, par value \$0.01	06/01/2006		S		351 (1) D \$ 55.07	6,254,075 (5) I	See Note (2)
Common Stock, par	06/01/2006		S		22 (1) D \$ 55.08	6,254,053 (6) I	See Note (2)

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value \$0.01

Common Stock, par value \$0.01 <u>(1)</u>	06/01/2006	S	197	D	\$ 55.09	6,253,856 <u>(7)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	285 <u>(1)</u>	D	\$ 55.1	6,253,571 <u>(8)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	87 <u>(1)</u>	D	\$ 55.11	6,253,484 <u>(9)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	65 <u>(1)</u>	D	\$ 55.12	6,253,419 <u>(10)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	22 <u>(1)</u>	D	\$ 55.14	6,253,397 <u>(11)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	176 <u>(1)</u>	D	\$ 55.15	6,253,221 <u>(12)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	4,561 <u>(1)</u>	D	\$ 55.25	6,248,660 <u>(13)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	110 <u>(1)</u>	D	\$ 55.26	6,248,550 <u>(14)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	746 <u>(1)</u>	D	\$ 55.27	6,247,804 <u>(15)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	307 <u>(1)</u>	D	\$ 55.29	6,247,497 <u>(16)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	241 <u>(1)</u>	D	\$ 55.3	6,247,256 <u>(17)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	132 <u>(1)</u>	D	\$ 55.31	6,247,124 <u>(18)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	44 <u>(1)</u>	D	\$ 55.32	6,247,080 <u>(19)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	65 <u>(1)</u>	D	\$ 55.33	6,247,015 <u>(20)</u>	I	See Note <u>(2)</u>

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Common Stock, par value \$0.01	06/01/2006	S	<u>4,978</u> ⁽¹⁾	D	\$ 55.35	6,242,037 ⁽²¹⁾	I	See Note ⁽²⁾
Common Stock, par value \$0.01	06/01/2006	S	<u>2,040</u> ⁽¹⁾	D	\$ 55.36	6,239,997 ⁽²²⁾	I	See Note ⁽²⁾
Common Stock, par value \$0.01	06/01/2006	S	<u>1,162</u> ⁽¹⁾	D	\$ 55.37	6,238,835 ⁽²³⁾	I	See Note ⁽²⁾
Common Stock, par value \$0.01	06/01/2006	S	110 ⁽¹⁾	D	\$ 55.38	6,238,725 ⁽²⁴⁾	I	See Note ⁽²⁾
Common Stock, par value \$0.01	06/01/2006	S	548 ⁽¹⁾	D	\$ 55.39	6,238,177 ⁽²⁵⁾	I	See Note ⁽²⁾
Common Stock, par value \$0.01	06/01/2006	S	<u>1,250</u> ⁽¹⁾	D	\$ 55.4	6,236,927 ⁽²⁶⁾	I	See Note ⁽²⁾
Common Stock, par value \$0.01	06/01/2006	S	263 ⁽¹⁾	D	\$ 55.41	6,236,664 ⁽²⁷⁾	I	See Note ⁽²⁾
Common Stock, par value \$0.01	06/01/2006	S	286 ⁽¹⁾	D	\$ 55.42	6,236,378 ⁽²⁸⁾	I	See Note ⁽²⁾
Common Stock, par value \$0.01	06/01/2006	S	65 ⁽¹⁾	D	\$ 55.43	6,236,313 ⁽²⁹⁾	I	See Note ⁽²⁾
Common Stock, par value \$0.01	06/01/2006	S	263 ⁽¹⁾	D	\$ 55.44	6,236,050 ⁽³⁰⁾	I	See Note ⁽²⁾
Common Stock, par value \$0.01	06/01/2006	S	132 ⁽¹⁾	D	\$ 55.45	6,235,918 ⁽³¹⁾	I	See Note ⁽²⁾
Common Stock, par value \$0.01	06/01/2006	S	44 ⁽¹⁾	D	\$ 55.49	6,235,874 ⁽³²⁾	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)

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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 Derivatives 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 Derivatives Owned, Followed, Reported, or Transacted (Instr. 3, 4, and 5)
				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
MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036		X		

Signatures

/s/ Dennine Bullard, authorized signatory of Morgan Stanley 06/05/2006

__Signature of Reporting Person Date

/s/ Robert P. Kinney of Morgan Stanley Capital Group Inc. 06/05/2006

__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 6,221,396 shares of Common Stock held directly by MSCG and 33,162 shares held directly by MSIL on June 1, 2006.
- (4) Includes 6,221,265 shares of Common Stock held directly by MSCG and 33,161 shares held directly by MSIL on June 1, 2006.
- (5) Includes 6,220,916 shares of Common Stock held directly by MSCG and 33,159 shares held directly by MSIL on June 1, 2006.
- (6) Includes 6,220,894 shares of Common Stock held directly by MSCG and 33,159 shares held directly by MSIL on June 1, 2006.
- (7) Includes 6,220,698 shares of Common Stock held directly by MSCG and 33,158 shares held directly by MSIL on June 1, 2006.
- (8) Includes 6,220,415 shares of Common Stock held directly by MSCG and 33,156 shares held directly by MSIL on June 1, 2006.
- (9) Includes 6,220,328 shares of Common Stock held directly by MSCG and 33,156 shares held directly by MSIL on June 1, 2006.

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- (10) Includes 6,220,263 shares of Common Stock held directly by MSCG and 33,156 shares held directly by MSIL on June 1, 2006.
- (11) Includes 6,220,241 shares of Common Stock held directly by MSCG and 33,156 shares held directly by MSIL on June 1, 2006.
- (12) Includes 6,220,066 shares of Common Stock held directly by MSCG and 33,155 shares held directly by MSIL on June 1, 2006.
- (13) Includes 6,215,529 shares of Common Stock held directly by MSCG and 33,131 shares held directly by MSIL on June 1, 2006.
- (14) Includes 6,215,420 shares of Common Stock held directly by MSCG and 33,130 shares held directly by MSIL on June 1, 2006.
- (15) Includes 6,214,678 shares of Common Stock held directly by MSCG and 33,126 shares held directly by MSIL on June 1, 2006.
- (16) Includes 6,214,373 shares of Common Stock held directly by MSCG and 33,124 shares held directly by MSIL on June 1, 2006.
- (17) Includes 6,214,133 shares of Common Stock held directly by MSCG and 33,123 shares held directly by MSIL on June 1, 2006.
- (18) Includes 6,214,002 shares of Common Stock held directly by MSCG and 33,122 shares held directly by MSIL on June 1, 2006.
- (19) Includes 6,213,958 shares of Common Stock held directly by MSCG and 33,122 shares held directly by MSIL on June 1, 2006.
- (20) Includes 6,213,893 shares of Common Stock held directly by MSCG and 33,122 shares held directly by MSIL on June 1, 2006.
- (21) Includes 6,208,941 shares of Common Stock held directly by MSCG and 33,096 shares held directly by MSIL on June 1, 2006.
- (22) Includes 6,206,912 shares of Common Stock held directly by MSCG and 33,085 shares held directly by MSIL on June 1, 2006.
- (23) Includes 6,205,756 shares of Common Stock held directly by MSCG and 33,079 shares held directly by MSIL on June 1, 2006.
- (24) Includes 6,205,647 shares of Common Stock held directly by MSCG and 33,078 shares held directly by MSIL on June 1, 2006.
- (25) Includes 6,205,102 shares of Common Stock held directly by MSCG and 33,075 shares held directly by MSIL on June 1, 2006.
- (26) Includes 6,203,859 shares of Common Stock held directly by MSCG and 33,068 shares held directly by MSIL on June 1, 2006.
- (27) Includes 6,203,597 shares of Common Stock held directly by MSCG and 33,067 shares held directly by MSIL on June 1, 2006.
- (28) Includes 6,203,313 shares of Common Stock held directly by MSCG and 33,065 shares held directly by MSIL on June 1, 2006.
- (29) Includes 6,203,248 shares of Common Stock held directly by MSCG and 33,065 shares held directly by MSIL on June 1, 2006.
- (30) Includes 6,202,986 shares of Common Stock held directly by MSCG and 33,064 shares held directly by MSIL on June 1, 2006.
- (31) Includes 6,202,855 shares of Common Stock held directly by MSCG and 33,063 shares held directly by MSIL on June 1, 2006.
- (32) Includes 6,202,811 shares of Common Stock held directly by MSCG and 33,063 shares held directly by MSIL on June 1, 2006.

Remarks:

* This is the first of three Forms 4 being filed by the Reporting Person.

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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