

INTERCONTINENTALEXCHANGE INC

Form 4/A

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)

NEW YORK, NY 10036

(City)

(State)

(Zip)

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

05/24/2006

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

05/25/2006

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

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	05/24/2006		S		87 ⁽¹⁾	D \$ 57.33	6,376,972 ⁽³⁾ I See Note (2)
Common Stock, par value \$0.01	05/24/2006		S		286 ⁽¹⁾	D \$ 57.35	6,376,686 ⁽⁴⁾ I See Note (2)
Common Stock, par value \$0.01	05/24/2006		S		109 ⁽¹⁾	D \$ 57.36	6,376,577 ⁽⁵⁾ I See Note (2)
Common Stock, par	05/24/2006		S		307 ⁽¹⁾	D \$ 57.39	6,376,270 ⁽⁶⁾ I See Note (2)

value \$0.01

Common Stock, par value \$0.01	05/24/2006	S	132 ⁽¹⁾	D	\$ 57.4	6,376,138 ⁽⁷⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/24/2006	S	110 ⁽¹⁾	D	\$ 57.5	6,376,028 ⁽⁸⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/24/2006	S	22 ⁽¹⁾	D	\$ 57.52	6,376,006 ⁽⁹⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/24/2006	S	87 ⁽¹⁾	D	\$ 57.6	6,375,919 ⁽¹⁰⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/24/2006	S	110 ⁽¹⁾	D	\$ 59	6,375,809 ⁽¹¹⁾	I	See Note <u>(2)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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
				X

MORGAN STANLEY
1585 BROADWAY
NEW YORK, NY 10036

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 6,343,160 shares of Common Stock held directly by MSCG and 33,812 shares held directly by MSIL on May 24, 2006.
- (4) Includes 6,342,876 shares of Common Stock held directly by MSCG and 33,810 shares held directly by MSIL on May 24, 2006.
- (5) Includes 6,342,767 shares of Common Stock held directly by MSCG and 33,810 shares held directly by MSIL on May 24, 2006.
- (6) Includes 6,342,462 shares of Common Stock held directly by MSCG and 33,808 shares held directly by MSIL on May 24, 2006.
- (7) Includes 6,342,331 shares of Common Stock held directly by MSCG and 33,807 shares held directly by MSIL on May 24, 2006.
- (8) Includes 6,342,222 shares of Common Stock held directly by MSCG and 33,806 shares held directly by MSIL on May 24, 2006.
- (9) Includes 6,342,200 shares of Common Stock held directly by MSCG and 33,806 shares held directly by MSIL on May 24, 2006.
- (10) Includes 6,342,113 shares of Common Stock held directly by MSCG and 33,806 shares held directly by MSIL on May 24, 2006.
- (11) Includes 6,342,004 shares of Common Stock held directly by MSCG and 33,805 shares held directly by MSIL on May 24, 2006.

Remarks:

1) On May 25, 2006, Morgan Stanley reported that it sold (i) 67,983 shares of the Issuer's common stock, \$0.01 par value ("Common Stock") on May 23, 2006 at a price of \$60.91 and (ii) 8,772 shares of Common Stock on May 24, 2006 at a price of \$56.76. This amended Form 4 is being filed to reflect the fact that Morgan Stanley sold (i) an aggregate of 67,983 shares of Common Stock on May 23, 2006 in a series of transactions that were effected at various prices and (ii) an aggregate of 8,772 shares of Common Stock on May 24, 2006 in a series of transactions that were effected at various prices.

2) This is the fifth of five forms 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. 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.