

INTERCONTINENTALEXCHANGE INC

Form 4

June 05, 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)

06/01/2006

____ 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	06/01/2006		S		483 <u>(1)</u>	D	\$ 55.5	6,235,391 <u>(3)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006		S		44 <u>(1)</u>	D	\$ 55.51	6,235,347 <u>(4)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006		S		4,605 <u>(1)</u>	D	\$ 55.7	6,230,742 <u>(5)</u>	I	See Note <u>(2)</u>
Common Stock, par	06/01/2006		S		856 <u>(1)</u>	D	\$ 55.71	6,229,886 <u>(6)</u>	I	See Note <u>(2)</u>

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value \$0.01

Common Stock, par value \$0.01	06/01/2006	S	286 ⁽¹⁾	D	\$ 55.72	6,229,600 ⁽⁷⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	197 ⁽¹⁾	D	\$ 55.73	6,229,403 ⁽⁸⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	197 ⁽¹⁾	D	\$ 55.74	6,229,206 ⁽⁹⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	11,973 ⁽¹⁾	D	\$ 55.75	6,217,233 ⁽¹⁰⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	110 ⁽¹⁾	D	\$ 55.77	6,217,123 ⁽¹¹⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	44 ⁽¹⁾	D	\$ 55.79	6,217,079 ⁽¹²⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	1,119 ⁽¹⁾	D	\$ 55.8	6,215,960 ⁽¹³⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	219 ⁽¹⁾	D	\$ 55.81	6,215,741 ⁽¹⁴⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	197 ⁽¹⁾	D	\$ 55.83	6,215,544 ⁽¹⁵⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	65 ⁽¹⁾	D	\$ 55.84	6,215,479 ⁽¹⁶⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	44 ⁽¹⁾	D	\$ 55.85	6,215,435 ⁽¹⁷⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	438 ⁽¹⁾	D	\$ 55.86	6,214,997 ⁽¹⁸⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	241 ⁽¹⁾	D	\$ 55.87	6,214,756 ⁽¹⁹⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	154 ⁽¹⁾	D	\$ 55.89	6,214,602 ⁽²⁰⁾	I	See Note <u>(2)</u>

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Common Stock, par value \$0.01	06/01/2006	S	438 <u>(1)</u>	D	\$ 55.9	6,214,164 <u>(21)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	4,320 <u>(1)</u>	D	\$ 56	6,209,844 <u>(22)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	65 <u>(1)</u>	D	\$ 56.01	6,209,779 <u>(23)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	65 <u>(1)</u>	D	\$ 56.02	6,209,714 <u>(24)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	438 <u>(1)</u>	D	\$ 56.03	6,209,276 <u>(25)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	263 <u>(1)</u>	D	\$ 56.04	6,209,013 <u>(26)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	943 <u>(1)</u>	D	\$ 56.05	6,208,070 <u>(27)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	65 <u>(1)</u>	D	\$ 56.07	6,208,005 <u>(28)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	88 <u>(1)</u>	D	\$ 56.08	6,207,917 <u>(29)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	65 <u>(1)</u>	D	\$ 56.1	6,207,852 <u>(30)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	286 <u>(1)</u>	D	\$ 56.11	6,207,566 <u>(31)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/01/2006	S	132 <u>(1)</u>	D	\$ 56.12	6,207,434 <u>(32)</u>	I	See Note <u>(2)</u>

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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

Dennine Bullard, authorized signatory of Morgan Stanley

06/05/2006

__Signature of Reporting Person Date

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 6,202,331 shares of Common Stock held directly by MSCG and 33,060 shares held directly by MSIL on June 1, 2006.
- (4) Includes 6,202,287 shares of Common Stock held directly by MSCG and 33,060 shares held directly by MSIL on June 1, 2006.
- (5) Includes 6,197,706 shares of Common Stock held directly by MSCG and 33,036 shares held directly by MSIL on June 1, 2006.
- (6) Includes 6,196,855 shares of Common Stock held directly by MSCG and 33,031 shares held directly by MSIL on June 1, 2006.
- (7) Includes 6,196,571 shares of Common Stock held directly by MSCG and 33,029 shares held directly by MSIL on June 1, 2006.
- (8) Includes 6,196,375 shares of Common Stock held directly by MSCG and 33,028 shares held directly by MSIL on June 1, 2006.
- (9) Includes 6,196,179 shares of Common Stock held directly by MSCG and 33,027 shares held directly by MSIL on June 1, 2006.

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- (10) Includes 6,184,269 shares of Common Stock held directly by MSCG and 32,964 shares held directly by MSIL on June 1, 2006.
- (11) Includes 6,184,160 shares of Common Stock held directly by MSCG and 32,963 shares held directly by MSIL on June 1, 2006.
- (12) Includes 6,184,116 shares of Common Stock held directly by MSCG and 32,963 shares held directly by MSIL on June 1, 2006.
- (13) Includes 6,183,003 shares of Common Stock held directly by MSCG and 32,957 shares held directly by MSIL on June 1, 2006.
- (14) Includes 6,182,785 shares of Common Stock held directly by MSCG and 32,956 shares held directly by MSIL on June 1, 2006.
- (15) Includes 6,182,589 shares of Common Stock held directly by MSCG and 32,955 shares held directly by MSIL on June 1, 2006.
- (16) Includes 6,182,524 shares of Common Stock held directly by MSCG and 32,955 shares held directly by MSIL on June 1, 2006.
- (17) Includes 6,182,480 shares of Common Stock held directly by MSCG and 32,955 shares held directly by MSIL on June 1, 2006.
- (18) Includes 6,182,044 shares of Common Stock held directly by MSCG and 32,953 shares held directly by MSIL on June 1, 2006.
- (19) Includes 6,181,804 shares of Common Stock held directly by MSCG and 32,952 shares held directly by MSIL on June 1, 2006.
- (20) Includes 6,181,651 shares of Common Stock held directly by MSCG and 32,951 shares held directly by MSIL on June 1, 2006.
- (21) Includes 6,181,215 shares of Common Stock held directly by MSCG and 32,949 shares held directly by MSIL on June 1, 2006.
- (22) Includes 6,176,918 shares of Common Stock held directly by MSCG and 32,926 shares held directly by MSIL on June 1, 2006.
- (23) Includes 6,176,853 shares of Common Stock held directly by MSCG and 32,926 shares held directly by MSIL on June 1, 2006.
- (24) Includes 6,176,788 shares of Common Stock held directly by MSCG and 32,926 shares held directly by MSIL on June 1, 2006.
- (25) Includes 6,176,352 shares of Common Stock held directly by MSCG and 32,924 shares held directly by MSIL on June 1, 2006.
- (26) Includes 6,176,090 shares of Common Stock held directly by MSCG and 32,923 shares held directly by MSIL on June 1, 2006.
- (27) Includes 6,175,152 shares of Common Stock held directly by MSCG and 32,918 shares held directly by MSIL on June 1, 2006.
- (28) Includes 6,175,087 shares of Common Stock held directly by MSCG and 32,918 shares held directly by MSIL on June 1, 2006.
- (29) Includes 6,175,000 shares of Common Stock held directly by MSCG and 32,917 shares held directly by MSIL on June 1, 2006.
- (30) Includes 6,174,935 shares of Common Stock held directly by MSCG and 32,917 shares held directly by MSIL on June 1, 2006.
- (31) Includes 6,174,651 shares of Common Stock held directly by MSCG and 32,915 shares held directly by MSIL on June 1, 2006.
- (32) Includes 6,174,520 shares of Common Stock held directly by MSCG and 32,914 shares held directly by MSIL on June 1, 2006.

Remarks:

This is the second 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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