

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

OMB
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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)

06/02/2006

____ 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 | 06/02/2006 | | S | | 438 ⁽¹⁾ | D \$ 56.6 | 6,151,139 ⁽³⁾ I See Note (2) |
| Common Stock, par value \$0.01 | 06/02/2006 | | S | | 548 ⁽¹⁾ | D \$ 56.65 | 6,150,591 ⁽⁴⁾ I See Note (2) |
| Common Stock, par value \$0.01 | 06/02/2006 | | S | | 88 ⁽¹⁾ | D \$ 56.7 | 6,150,503 ⁽⁵⁾ I See Note (2) |
| Common Stock, par | 06/02/2006 | | S | | 22 ⁽¹⁾ | D \$ | 6,150,481 ⁽⁶⁾ I See Note (2) |
| | | | | | | 56.71 | |

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value \$0.01

| | | | | | | | | |
|--------------------------------------|------------|---|--------------------|---|-------------|---------------------------|---|------------------------|
| Common Stock, par value \$0.01 | 06/02/2006 | S | 176 ⁽¹⁾ | D | \$ 56.72 | 6,150,305 ⁽⁷⁾ | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 06/02/2006 | S | 22 ⁽¹⁾ | D | \$ 56.75 | 6,150,283 ⁽⁸⁾ | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 06/02/2006 | S | 22 ⁽¹⁾ | D | \$ 56.85 | 6,150,261 ⁽⁹⁾ | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 06/02/2006 | S | 175 ⁽¹⁾ | D | \$ 57 | 6,150,086 ⁽¹⁰⁾ | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 06/02/2006 | S | 22 ⁽¹⁾ | D | \$ 57.01 | 6,150,064 ⁽¹¹⁾ | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 06/02/2006 | S | 44 ⁽¹⁾ | D | \$ 57.03 | 6,150,020 ⁽¹²⁾ | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 06/02/2006 | S | 110 ⁽¹⁾ | D | \$ 57.04 | 6,149,910 ⁽¹³⁾ | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 06/02/2006 | S | 438 ⁽¹⁾ | D | \$ 57.05 | 6,149,472 ⁽¹⁴⁾ | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 06/02/2006 | S | 175 ⁽¹⁾ | D | \$ 57.1 | 6,149,297 ⁽¹⁵⁾ | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 06/02/2006 | S | 110 ⁽¹⁾ | D | \$ 57.2 | 6,149,187 ⁽¹⁶⁾ | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 06/02/2006 | S | 88 ⁽¹⁾ | D | \$ 57.21 | 6,149,099 ⁽¹⁷⁾ | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 06/02/2006 | S | 88 ⁽¹⁾ | D | \$ 57.23 | 6,149,011 ⁽¹⁸⁾ | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 06/02/2006 | S | 110 ⁽¹⁾ | D | \$ 57.25 | 6,148,901 ⁽¹⁹⁾ | 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**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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. 10) |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V | (A) | (D) | | 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 6,118,522 shares of Common Stock held directly by MSCG and 32,617 shares held directly by MSIL on June 2, 2006.
- (4) Includes 6,117,977 shares of Common Stock held directly by MSCG and 32,614 shares held directly by MSIL on June 2, 2006.

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- (5) Includes 6,117,890 shares of Common Stock held directly by MSCG and 32,613 shares held directly by MSIL on June 2, 2006.
- (6) Includes 6,117,868 shares of Common Stock held directly by MSCG and 32,613 shares held directly by MSIL on June 2, 2006.
- (7) Includes 6,117,693 shares of Common Stock held directly by MSCG and 32,612 shares held directly by MSIL on June 2, 2006.
- (8) Includes 6,117,671 shares of Common Stock held directly by MSCG and 32,612 shares held directly by MSIL on June 2, 2006.
- (9) Includes 6,117,649 shares of Common Stock held directly by MSCG and 32,612 shares held directly by MSIL on June 2, 2006.
- (10) Includes 6,117,475 shares of Common Stock held directly by MSCG and 32,611 shares held directly by MSIL on June 2, 2006.
- (11) Includes 6,117,453 shares of Common Stock held directly by MSCG and 32,611 shares held directly by MSIL on June 1, 2006.
- (12) Includes 6,117,409 shares of Common Stock held directly by MSCG and 32,611 shares held directly by MSIL on June 1, 2006.
- (13) Includes 6,117,300 shares of Common Stock held directly by MSCG and 32,610 shares held directly by MSIL on June 2, 2006.
- (14) Includes 6,116,864 shares of Common Stock held directly by MSCG and 32,608 shares held directly by MSIL on June 2, 2006.
- (15) Includes 6,116,690 shares of Common Stock held directly by MSCG and 32,607 shares held directly by MSIL on June 2, 2006.
- (16) Includes 6,116,581 shares of Common Stock held directly by MSCG and 32,606 shares held directly by MSIL on June 2, 2006.
- (17) Includes 6,116,494 shares of Common Stock held directly by MSCG and 32,605 shares held directly by MSIL on June 2, 2006.
- (18) Includes 6,116,407 shares of Common Stock held directly by MSCG and 32,604 shares held directly by MSIL on June 2, 2006.
- (19) Includes 6,116,298 shares of Common Stock held directly by MSCG and 32,603 shares held directly by MSIL on June 2, 2006.

Remarks:

* This is the second of two 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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