

INTERCONTINENTALEXCHANGE INC

Form 4

June 02, 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)
1585 BROADWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/31/2006

___ 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock, par value \$0.01	05/31/2006		S	110 ⁽¹⁾ D \$ 55.01	6,292,300 ⁽³⁾	I	See Note ⁽²⁾
Common Stock, par value \$0.01	05/31/2006		S	110 ⁽¹⁾ D \$ 55.02	6,292,190 ⁽⁴⁾	I	See Note ⁽²⁾
Common Stock, par value \$0.01	05/31/2006		S	110 ⁽¹⁾ D \$ 55.03	6,292,080 ⁽⁵⁾	I	See Note ⁽²⁾
Common Stock, par	05/31/2006		S	438 ⁽¹⁾ D \$ 55.04	6,291,642 ⁽⁶⁾	I	See Note ⁽²⁾

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value \$0.01

Common Stock, par value \$0.01	05/31/2006	S	329 ⁽¹⁾	D	\$ 55.05	6,291,313 ⁽⁷⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/31/2006	S	65 ⁽¹⁾	D	\$ 55.06	6,291,248 ⁽⁸⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/31/2006	S	44 ⁽¹⁾	D	\$ 55.07	6,291,204 ⁽⁹⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/31/2006	S	1,984 ⁽¹⁾	D	\$ 55.1	6,289,220 ⁽¹⁰⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/31/2006	S	87 ⁽¹⁾	D	\$ 55.11	6,289,133 ⁽¹¹⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/31/2006	S	176 ⁽¹⁾	D	\$ 55.12	6,288,957 ⁽¹²⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/31/2006	S	110 ⁽¹⁾	D	\$ 55.13	6,288,847 ⁽¹³⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/31/2006	S	121 ⁽¹⁾	D	\$ 55.2	6,288,726 ⁽¹⁴⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/31/2006	S	44 ⁽¹⁾	D	\$ 55.21	6,288,682 ⁽¹⁵⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/31/2006	S	438 ⁽¹⁾	D	\$ 55.24	6,288,244 ⁽¹⁶⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/31/2006	S	4,891 ⁽¹⁾	D	\$ 55.25	6,283,353 ⁽¹⁷⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/31/2006	S	87 ⁽¹⁾	D	\$ 55.26	6,283,266 ⁽¹⁸⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/31/2006	S	263 ⁽¹⁾	D	\$ 55.27	6,283,003 ⁽¹⁹⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/31/2006	S	197 ⁽¹⁾	D	\$ 55.28	6,282,806 ⁽²⁰⁾	I	See Note <u>(2)</u>

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Common Stock, par value \$0.01	05/31/2006	S	483 <u>(1)</u>	D	\$ 55.29	6,282,323 <u>(21)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/31/2006	S	1,359 <u>(1)</u>	D	\$ 55.3	6,280,964 <u>(22)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/31/2006	S	132 <u>(1)</u>	D	\$ 55.31	6,280,832 <u>(23)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/31/2006	S	176 <u>(1)</u>	D	\$ 55.32	6,280,656 <u>(24)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/31/2006	S	329 <u>(1)</u>	D	\$ 55.33	6,280,327 <u>(25)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/31/2006	S	241 <u>(1)</u>	D	\$ 55.34	6,280,086 <u>(26)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/31/2006	S	2,565 <u>(1)</u>	D	\$ 55.35	6,277,521 <u>(27)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/31/2006	S	724 <u>(1)</u>	D	\$ 55.36	6,276,797 <u>(28)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/31/2006	S	373 <u>(1)</u>	D	\$ 55.37	6,276,424 <u>(29)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/31/2006	S	395 <u>(1)</u>	D	\$ 55.38	6,276,029 <u>(30)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/31/2006	S	22 <u>(1)</u>	D	\$ 55.39	6,276,007 <u>(31)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/31/2006	S	44 <u>(1)</u>	D	\$ 55.4	6,275,963 <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.

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.

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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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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 06/02/2006

__Signature of Reporting Person Date

/s/ Robert P. Kinney of Morgan Stanley Capital Group Inc. 06/02/2006

__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 6,258,938 shares of Common Stock held directly by MSCG and 33,362 shares held directly by MSIL on May 31, 2006.
- (4) Includes 6,258,829 shares of Common Stock held directly by MSCG and 33,361 shares held directly by MSIL on May 31, 2006.
- (5) Includes 6,258,720 shares of Common Stock held directly by MSCG and 33,360 shares held directly by MSIL on May 31, 2006.
- (6) Includes 6,258,284 shares of Common Stock held directly by MSCG and 33,358 shares held directly by MSIL on May 31, 2006.
- (7) Includes 6,257,957 shares of Common Stock held directly by MSCG and 33,356 shares held directly by MSIL on May 31, 2006.
- (8) Includes 6,257,892 shares of Common Stock held directly by MSCG and 33,356 shares held directly by MSIL on May 31, 2006.
- (9) Includes 6,257,848 shares of Common Stock held directly by MSCG and 33,356 shares held directly by MSIL on May 31, 2006.

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- (10) Includes 6,255,874 shares of Common Stock held directly by MSCG and 33,346 shares held directly by MSIL on May 31, 2006.
- (11) Includes 6,255,787 shares of Common Stock held directly by MSCG and 33,346 shares held directly by MSIL on May 31, 2006.
- (12) Includes 6,255,612 shares of Common Stock held directly by MSCG and 33,345 shares held directly by MSIL on May 31, 2006.
- (13) Includes 6,255,503 shares of Common Stock held directly by MSCG and 33,344 shares held directly by MSIL on May 31, 2006.
- (14) Includes 6,255,383 shares of Common Stock held directly by MSCG and 33,343 shares held directly by MSIL on May 31, 2006.
- (15) Includes 6,255,339 shares of Common Stock held directly by MSCG and 33,343 shares held directly by MSIL on May 31, 2006.
- (16) Includes 6,254,903 shares of Common Stock held directly by MSCG and 33,341 shares held directly by MSIL on May 31, 2006.
- (17) Includes 6,250,038 shares of Common Stock held directly by MSCG and 33,315 shares held directly by MSIL on May 31, 2006.
- (18) Includes 6,249,951 shares of Common Stock held directly by MSCG and 33,315 shares held directly by MSIL on May 31, 2006.
- (19) Includes 6,249,689 shares of Common Stock held directly by MSCG and 33,314 shares held directly by MSIL on May 31, 2006.
- (20) Includes 6,249,493 shares of Common Stock held directly by MSCG and 33,313 shares held directly by MSIL on May 31, 2006.
- (21) Includes 6,249,013 shares of Common Stock held directly by MSCG and 33,310 shares held directly by MSIL on May 31, 2006.
- (22) Includes 6,247,661 shares of Common Stock held directly by MSCG and 33,303 shares held directly by MSIL on May 31, 2006.
- (23) Includes 6,247,530 shares of Common Stock held directly by MSCG and 33,302 shares held directly by MSIL on May 31, 2006.
- (24) Includes 6,247,355 shares of Common Stock held directly by MSCG and 33,301 shares held directly by MSIL on May 31, 2006.
- (25) Includes 6,247,028 shares of Common Stock held directly by MSCG and 33,299 shares held directly by MSIL on May 31, 2006.
- (26) Includes 6,246,788 shares of Common Stock held directly by MSCG and 33,298 shares held directly by MSIL on May 31, 2006.
- (27) Includes 6,244,236 shares of Common Stock held directly by MSCG and 33,285 shares held directly by MSIL on May 31, 2006.
- (28) Includes 6,243,516 shares of Common Stock held directly by MSCG and 33,281 shares held directly by MSIL on May 31, 2006.
- (29) Includes 6,243,145 shares of Common Stock held directly by MSCG and 33,279 shares held directly by MSIL on May 31, 2006.
- (30) Includes 6,242,752 shares of Common Stock held directly by MSCG and 33,277 shares held directly by MSIL on May 31, 2006.
- (31) Includes 6,242,730 shares of Common Stock held directly by MSCG and 33,277 shares held directly by MSIL on May 31, 2006.
- (32) Includes 6,242,686 shares of Common Stock held directly by MSCG and 33,277 shares held directly by MSIL on May 31, 2006.

Remarks:

* This is the first 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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