

INTERCONTINENTALEXCHANGE INC
Form 4/A
June 01, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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)
05/25/2006

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 (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.

SEC 1474
(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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

