

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

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

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

(Street)
 NEW YORK, NY 10036

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

(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 or (D) Price			
Common Stock, par value \$0.01	05/31/2006		S	8,662 (1) D \$ 55.5	6,267,301 (3)	I	See Note (2)
Common Stock, par value \$0.01	05/31/2006		S	746 (1) D \$ 55.51	6,266,555 (4)	I	See Note (2)
Common Stock, par value \$0.01	05/31/2006		S	263 (1) D \$ 55.52	6,266,292 (5)	I	See Note (2)
Common Stock, par	05/31/2006		S	351 (1) D \$ 55.53	6,265,941 (6)	I	See Note (2)

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value \$0.01

Common Stock, par value \$0.01	05/31/2006	S	307 ⁽¹⁾	D	\$ 55.54	6,265,634 ⁽⁷⁾	I	See Note ⁽²⁾
Common Stock, par value \$0.01	05/31/2006	S	2,610 ⁽¹⁾	D	\$ 55.55	6,263,024 ⁽⁸⁾	I	See Note ⁽²⁾
Common Stock, par value \$0.01	05/31/2006	S	438 ⁽¹⁾	D	\$ 55.56	6,262,586 ⁽⁹⁾	I	See Note ⁽²⁾
Common Stock, par value \$0.01	05/31/2006	S	197 ⁽¹⁾	D	\$ 55.57	6,262,389 ⁽¹⁰⁾	I	See Note ⁽²⁾
Common Stock, par value \$0.01	05/31/2006	S	505 ⁽¹⁾	D	\$ 55.58	6,261,884 ⁽¹¹⁾	I	See Note ⁽²⁾
Common Stock, par value \$0.01	05/31/2006	S	373 ⁽¹⁾	D	\$ 55.59	6,261,511 ⁽¹²⁾	I	See Note ⁽²⁾
Common Stock, par value \$0.01	05/31/2006	S	1,996 ⁽¹⁾	D	\$ 55.6	6,259,515 ⁽¹³⁾	I	See Note ⁽²⁾
Common Stock, par value \$0.01	05/31/2006	S	483 ⁽¹⁾	D	\$ 55.75	6,259,032 ⁽¹⁴⁾	I	See Note ⁽²⁾
Common Stock, par value \$0.01	05/31/2006	S	65 ⁽¹⁾	D	\$ 55.76	6,258,967 ⁽¹⁵⁾	I	See Note ⁽²⁾
Common Stock, par value \$0.01	05/31/2006	S	154 ⁽¹⁾	D	\$ 55.79	6,258,813 ⁽¹⁶⁾	I	See Note ⁽²⁾

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

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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	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	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. Nature of Derivative Security Beneficially Owned
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Security	Code	V	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			(A)	(D)				

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
06/02/2006
 **Signature of Reporting Person Date

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 6,234,070 shares of Common Stock held directly by MSCG and 33,231 shares held directly by MSIL on May 31, 2006.
- (4) Includes 6,233,328 shares of Common Stock held directly by MSCG and 33,227 shares held directly by MSIL on May 31, 2006.
- (5) Includes 6,233,066 shares of Common Stock held directly by MSCG and 33,226 shares held directly by MSIL on May 31, 2006.
- (6) Includes 6,232,717 shares of Common Stock held directly by MSCG and 33,224 shares held directly by MSIL on May 31, 2006.
- (7) Includes 6,232,412 shares of Common Stock held directly by MSCG and 33,222 shares held directly by MSIL on May 31, 2006.
- (8) Includes 6,229,816 shares of Common Stock held directly by MSCG and 33,208 shares held directly by MSIL on May 31, 2006.
- (9) Includes 6,229,380 shares of Common Stock held directly by MSCG and 33,206 shares held directly by MSIL on May 31, 2006.
- (10) Includes 6,229,184 shares of Common Stock held directly by MSCG and 33,205 shares held directly by MSIL on May 31, 2006.
- (11) Includes 6,228,682 shares of Common Stock held directly by MSCG and 33,202 shares held directly by MSIL on May 31, 2006.
- (12) Includes 6,228,311 shares of Common Stock held directly by MSCG and 33,200 shares held directly by MSIL on May 31, 2006.
- (13) Includes 6,226,326 shares of Common Stock held directly by MSCG and 33,189 shares held directly by MSIL on May 31, 2006.

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- (14) Includes 6,225,846 shares of Common Stock held directly by MSCG and 33,186 shares held directly by MSIL on May 31, 2006.
- (15) Includes 6,225,781 shares of Common Stock held directly by MSCG and 33,186 shares held directly by MSIL on May 31, 2006.
- (16) Includes 6,225,628 shares of Common Stock held directly by MSCG and 33,185 shares held directly by MSIL on May 31, 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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