

INTERCONTINENTALEXCHANGE INC
 Form 4
 June 05, 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)

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)

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 or Price | | | | | |
| Common Stock, par value \$0.01 | 06/01/2006 | | S | | 65 ⁽¹⁾ | D | \$ 56.13 | 6,207,369 ⁽³⁾ | I | See Note ⁽²⁾ |
| Common Stock, par value \$0.01 | 06/01/2006 | | S | | 110 ⁽¹⁾ | D | \$ 56.15 | 6,207,259 ⁽⁴⁾ | I | See Note ⁽²⁾ |
| Common Stock, par value \$0.01 | 06/01/2006 | | S | | 22 ⁽¹⁾ | D | \$ 56.16 | 6,207,237 ⁽⁵⁾ | I | See Note ⁽²⁾ |
| Common Stock, par | 06/01/2006 | | S | | 110 ⁽¹⁾ | D | \$ 56.17 | 6,207,127 ⁽⁶⁾ | I | See Note ⁽²⁾ |

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value \$0.01

| | | | | | | | | |
|--------------------------------|------------|---|----------------------|---|----------|---------------------------|---|-------------------------|
| Common Stock, par value \$0.01 | 06/01/2006 | S | 395 ⁽¹⁾ | D | \$ 56.18 | 6,206,732 ⁽⁷⁾ | I | See Note ⁽²⁾ |
| Common Stock, par value \$0.01 | 06/01/2006 | S | 241 ⁽¹⁾ | D | \$ 56.19 | 6,206,491 ⁽⁸⁾ | I | See Note ⁽²⁾ |
| Common Stock, par value \$0.01 | 06/01/2006 | S | 1,229 ⁽¹⁾ | D | \$ 56.2 | 6,205,262 ⁽⁹⁾ | I | See Note ⁽²⁾ |
| Common Stock, par value \$0.01 | 06/01/2006 | S | 44 ⁽¹⁾ | D | \$ 56.21 | 6,205,218 ⁽¹⁰⁾ | I | See Note ⁽²⁾ |
| Common Stock, par value \$0.01 | 06/01/2006 | S | 110 ⁽¹⁾ | D | \$ 56.22 | 6,205,108 ⁽¹¹⁾ | I | See Note ⁽²⁾ |
| Common Stock, par value \$0.01 | 06/01/2006 | S | 110 ⁽¹⁾ | D | \$ 56.24 | 6,204,998 ⁽¹²⁾ | I | See Note ⁽²⁾ |
| Common Stock, par value \$0.01 | 06/01/2006 | S | 44 ⁽¹⁾ | D | \$ 56.25 | 6,204,954 ⁽¹³⁾ | I | See Note ⁽²⁾ |
| Common Stock, par value \$0.01 | 06/01/2006 | S | 22 ⁽¹⁾ | D | \$ 56.33 | 6,204,932 ⁽¹⁴⁾ | 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 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 Reporting Transaction (Instr. 6) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|-------|-----------|
| | | | | 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

/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 6,174,455 shares of Common Stock held directly by MSCG and 32,914 shares held directly by MSIL on June 1, 2006.
- (4) Includes 6,174,346 shares of Common Stock held directly by MSCG and 32,913 shares held directly by MSIL on June 1, 2006.
- (5) Includes 6,174,324 shares of Common Stock held directly by MSCG and 32,913 shares held directly by MSIL on June 1, 2006.
- (6) Includes 6,174,215 shares of Common Stock held directly by MSCG and 32,912 shares held directly by MSIL on June 1, 2006.
- (7) Includes 6,173,822 shares of Common Stock held directly by MSCG and 32,910 shares held directly by MSIL on June 1, 2006.
- (8) Includes 6,173,582 shares of Common Stock held directly by MSCG and 32,909 shares held directly by MSIL on June 1, 2006.
- (9) Includes 6,172,360 shares of Common Stock held directly by MSCG and 32,902 shares held directly by MSIL on June 1, 2006.
- (10) Includes 6,172,316 shares of Common Stock held directly by MSCG and 32,902 shares held directly by MSIL on June 1, 2006.
- (11) Includes 6,172,207 shares of Common Stock held directly by MSCG and 32,901 shares held directly by MSIL on June 1, 2006.
- (12) Includes 6,172,098 shares of Common Stock held directly by MSCG and 32,900 shares held directly by MSIL on June 1, 2006.
- (13) Includes 6,172,054 shares of Common Stock held directly by MSCG and 32,900 shares held directly by MSIL on June 1, 2006.
- (14) Includes 6,172,032 shares of Common Stock held directly by MSCG and 32,900 shares held directly by MSIL on June 1, 2006.

Remarks:

* This is the third 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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