

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

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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		5,482 <u>(1)</u>	D	\$ 55.01	6,199,450 <u>(3)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006		S		110 <u>(1)</u>	D	\$ 55.07	6,199,340 <u>(4)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006		S		21,930 <u>(1)</u>	D	\$ 55.1	6,177,410 <u>(5)</u>	I	See Note <u>(2)</u>
Common Stock, par	06/02/2006		S		5,482 <u>(1)</u>	D	\$ 55.15	6,171,928 <u>(6)</u>	I	See Note <u>(2)</u>

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value \$0.01

Common Stock, par value \$0.01	06/02/2006	S	30 <u>(1)</u>	D	\$ 55.16	6,171,898 <u>(7)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	11,045 <u>(1)</u>	D	\$ 55.2	6,160,853 <u>(8)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	1,097 <u>(1)</u>	D	\$ 56	6,159,756 <u>(9)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	44 <u>(1)</u>	D	\$ 56.02	6,159,712 <u>(10)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	219 <u>(1)</u>	D	\$ 56.03	6,159,493 <u>(11)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	373 <u>(1)</u>	D	\$ 56.05	6,159,120 <u>(12)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	154 <u>(1)</u>	D	\$ 56.06	6,158,966 <u>(13)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	88 <u>(1)</u>	D	\$ 56.07	6,158,878 <u>(14)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	22 <u>(1)</u>	D	\$ 56.08	6,158,856 <u>(15)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	307 <u>(1)</u>	D	\$ 56.1	6,158,549 <u>(16)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	44 <u>(1)</u>	D	\$ 56.11	6,158,505 <u>(17)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	22 <u>(1)</u>	D	\$ 56.15	6,158,483 <u>(18)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	657 <u>(1)</u>	D	\$ 56.16	6,157,826 <u>(19)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	22 <u>(1)</u>	D	\$ 56.17	6,157,804 <u>(20)</u>	I	See Note <u>(2)</u>

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Common Stock, par value \$0.01	06/02/2006	S	65 <u>(1)</u>	D	\$ 56.18	6,157,739 (21)	I	See Note (2)
Common Stock, par value \$0.01	06/02/2006	S	110 <u>(1)</u>	D	\$ 56.2	6,157,629 (22)	I	See Note (2)
Common Stock, par value \$0.01	06/02/2006	S	44 <u>(1)</u>	D	\$ 56.22	6,157,585 (23)	I	See Note (2)
Common Stock, par value \$0.01	06/02/2006	S	65 <u>(1)</u>	D	\$ 56.23	6,157,520 (24)	I	See Note (2)
Common Stock, par value \$0.01	06/02/2006	S	65 <u>(1)</u>	D	\$ 56.24	6,157,455 (25)	I	See Note (2)
Common Stock, par value \$0.01	06/02/2006	S	5,461 <u>(1)</u>	D	\$ 56.25	6,151,994 (26)	I	See Note (2)
Common Stock, par value \$0.01	06/02/2006	S	44 <u>(1)</u>	D	\$ 56.26	6,151,950 (27)	I	See Note (2)
Common Stock, par value \$0.01	06/02/2006	S	22 <u>(1)</u>	D	\$ 56.27	6,151,928 (28)	I	See Note (2)
Common Stock, par value \$0.01	06/02/2006	S	44 <u>(1)</u>	D	\$ 56.3	6,151,884 (29)	I	See Note (2)
Common Stock, par value \$0.01	06/02/2006	S	44 <u>(1)</u>	D	\$ 56.39	6,151,840 (30)	I	See Note (2)
Common Stock, par value \$0.01	06/02/2006	S	44 <u>(1)</u>	D	\$ 56.4	6,151,796 (31)	I	See Note (2)
Common Stock, par value \$0.01	06/02/2006	S	219 <u>(1)</u>	D	\$ 56.5	6,151,577 (32)	I	See Note (2)

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

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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 6,166,579 shares of Common Stock held directly by MSCG and 32,871 shares held directly by MSIL on June 2, 2006.
- (4) Includes 6,166,470 shares of Common Stock held directly by MSCG and 32,870 shares held directly by MSIL on June 2, 2006.
- (5) Includes 6,144,656 shares of Common Stock held directly by MSCG and 32,754 shares held directly by MSIL on June 2, 2006.
- (6) Includes 6,139,203 shares of Common Stock held directly by MSCG and 32,725 shares held directly by MSIL on June 2, 2006.
- (7) Includes 6,139,173 shares of Common Stock held directly by MSCG and 32,725 shares held directly by MSIL on June 2, 2006.
- (8) Includes 6,128,187 shares of Common Stock held directly by MSCG and 32,666 shares held directly by MSIL on June 2, 2006.
- (9) Includes 6,127,096 shares of Common Stock held directly by MSCG and 32,660 shares held directly by MSIL on June 2, 2006.

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- (10) Includes 6,127,052 shares of Common Stock held directly by MSCG and 32,660 shares held directly by MSIL on June 2, 2006.
- (11) Includes 6,126,834 shares of Common Stock held directly by MSCG and 32,659 shares held directly by MSIL on June 1, 2006.
- (12) Includes 6,126,463 shares of Common Stock held directly by MSCG and 32,657 shares held directly by MSIL on June 1, 2006.
- (13) Includes 6,126,310 shares of Common Stock held directly by MSCG and 32,656 shares held directly by MSIL on June 2, 2006.
- (14) Includes 6,126,223 shares of Common Stock held directly by MSCG and 32,655 shares held directly by MSIL on June 2, 2006.
- (15) Includes 6,126,201 shares of Common Stock held directly by MSCG and 32,655 shares held directly by MSIL on June 2, 2006.
- (16) Includes 6,125,896 shares of Common Stock held directly by MSCG and 32,653 shares held directly by MSIL on June 2, 2006.
- (17) Includes 6,125,852 shares of Common Stock held directly by MSCG and 32,653 shares held directly by MSIL on June 2, 2006.
- (18) Includes 6,125,830 shares of Common Stock held directly by MSCG and 32,653 shares held directly by MSIL on June 2, 2006.
- (19) Includes 6,125,176 shares of Common Stock held directly by MSCG and 32,650 shares held directly by MSIL on June 2, 2006.
- (20) Includes 6,125,154 shares of Common Stock held directly by MSCG and 32,650 shares held directly by MSIL on June 2, 2006.
- (21) Includes 6,125,089 shares of Common Stock held directly by MSCG and 32,650 shares held directly by MSIL on June 2, 2006.
- (22) Includes 6,124,980 shares of Common Stock held directly by MSCG and 32,649 shares held directly by MSIL on June 2, 2006.
- (23) Includes 6,124,936 shares of Common Stock held directly by MSCG and 32,649 shares held directly by MSIL on June 2, 2006.
- (24) Includes 6,124,871 shares of Common Stock held directly by MSCG and 32,649 shares held directly by MSIL on June 2, 2006.
- (25) Includes 6,124,806 shares of Common Stock held directly by MSCG and 32,649 shares held directly by MSIL on June 2, 2006.
- (26) Includes 6,119,374 shares of Common Stock held directly by MSCG and 32,620 shares held directly by MSIL on June 2, 2006.
- (27) Includes 6,119,330 shares of Common Stock held directly by MSCG and 32,620 shares held directly by MSIL on June 2, 2006.
- (28) Includes 6,119,308 shares of Common Stock held directly by MSCG and 32,620 shares held directly by MSIL on June 2, 2006.
- (29) Includes 6,119,264 shares of Common Stock held directly by MSCG and 32,620 shares held directly by MSIL on June 2, 2006.
- (30) Includes 6,119,220 shares of Common Stock held directly by MSCG and 32,620 shares held directly by MSIL on June 2, 2006.
- (31) Includes 6,119,176 shares of Common Stock held directly by MSCG and 32,620 shares held directly by MSIL on June 2, 2006.
- (32) Includes 6,118,958 shares of Common Stock held directly by MSCG and 32,619 shares held directly by MSIL on June 2, 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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