

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

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

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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. Nu Deriv Secur Benef Own
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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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