

INTERCONTINENTALEXCHANGE INC

Form 3

November 21, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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

(Last) (First) (Middle)

1585 BROADWAY

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

11/21/2005

3. Issuer Name and Ticker or Trading Symbol

INTERCONTINENTALEXCHANGE INC [ICE]

4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)5. 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 Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock, par value 0.01 per share

1,395,395

I

See Note <sup>(2)</sup>Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)Date  
ExercisableExpiration  
Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

Amount or  
Number of4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

				Shares		(I) (Instr. 5)	
Class A Common Stock <u>(1)</u>	Â <u>(2)(3)</u>	Â <u>(5)</u>	Common Stock	6,452,564 <u>(2)</u> <u>(4)</u>	\$ <u>(2)</u>	I	See Note <u>(2)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036	Â	Â X	Â	Â

## Signatures

Robert Koppenol authorized signatory of Morgan Stanley	11/21/2005
<u>  </u> Signature of Reporting Person	Date
Nancy A. King authorized signatory of Morgan Stanley Capital Group Inc.	11/21/2005
<u>  </u> Signature of Reporting Person	Date
Colin Bryce authorized signatory of Morgan Stanley & Co. International Limited	11/21/2005
<u>  </u> Signature of Reporting Person	Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) The Class A Common Stock, Series 1, of the Issuer ("Class A1 Common Stock") and Class A Common Stock, Series 2, of the Issuer ("Class A2 Common Stock") are referred to collectively as "Class A Common Stock." All numbers of shares of Class A Common Stock reported herein assume the completion of the 1 for 4 reverse stock split of shares of Class A Common Stock in the Recapitalization.

(2) Prior to the initial public offering of the Issuer ("IPO"), Morgan Stanley Capital Group Inc. ("MSCG"), a wholly-owned subsidiary of Morgan Stanley, directly owned 7,813,779 shares of Class A2 Common Stock and Morgan Stanley & Co. International Limited ("MSIL"), also a wholly-owned subsidiary of Morgan Stanley, directly owned 34,180 shares of Class A1 Common Stock. See Exhibit 99.1 - Joint Filer Information. Immediately prior to the closing of the IPO and pursuant to a recapitalization plan approved by the board of directors of the Issuer (the "Recapitalization"), MSCG converted 1,395,395 shares of Class A2 Common Stock into 1,395,395 shares of Common Stock, which were then sold in the IPO.

(3) Shares of Class A Common Stock that are not converted and sold in the IPO may be converted at any time (i) by any holder of shares of Class A1 Common Stock (other than holders who also own shares of Class A2 Common Stock) beginning on the date 90 days after the completion of the IPO and (ii) by any holder of shares of Class A2 Common Stock beginning on the date 180 days after the completion of the IPO.

(4) Includes 34,180 shares of Class A1 Common Stock held by MSIL.

(5) These securities do not expire.

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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