

INTERCONTINENTALEXCHANGE INC

Form 4/A

June 01, 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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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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)

05/23/2006

____ 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)
05/25/2006

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	05/23/2006		S		416 ⁽¹⁾	D \$ 60.92	6,399,855 ⁽³⁾ I See Note ⁽²⁾
Common Stock, par value \$0.01	05/23/2006		S		22 ⁽¹⁾	D \$ 60.94	6,399,833 ⁽⁴⁾ I See Note ⁽²⁾
Common Stock, par value \$0.01	05/23/2006		S		307 ⁽¹⁾	D \$ 60.95	6,399,526 ⁽⁵⁾ I See Note ⁽²⁾
Common Stock, par	05/23/2006		S		22 ⁽¹⁾	D \$ 60.96	6,399,504 ⁽⁶⁾ I See Note ⁽²⁾

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value \$0.01

Common Stock, par value \$0.01	05/23/2006	S	219 ⁽¹⁾	D	\$ 60.97	6,399,285 ⁽⁷⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	3,282 ⁽¹⁾	D	\$ 61	6,396,003 ⁽⁸⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	219 ⁽¹⁾	D	\$ 61.01	6,395,784 ⁽⁹⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	1,667 ⁽¹⁾	D	\$ 61.02	6,394,117 ⁽¹⁰⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	1,448 ⁽¹⁾	D	\$ 61.05	6,392,669 ⁽¹¹⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	657 ⁽¹⁾	D	\$ 61.07	6,392,012 ⁽¹²⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	438 ⁽¹⁾	D	\$ 61.1	6,391,574 ⁽¹³⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	636 ⁽¹⁾	D	\$ 61.15	6,390,938 ⁽¹⁴⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	65 ⁽¹⁾	D	\$ 61.16	6,390,873 ⁽¹⁵⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	1,470 ⁽¹⁾	D	\$ 61.25	6,389,403 ⁽¹⁶⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	2,192 ⁽¹⁾	D	\$ 61.3	6,387,211 ⁽¹⁷⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	438 ⁽¹⁾	D	\$ 61.4	6,386,773 ⁽¹⁸⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	2,192 ⁽¹⁾	D	\$ 61.8	6,384,581 ⁽¹⁹⁾	I	See Note <u>(2)</u>

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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. 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 06/01/2006

__Signature of Reporting Person Date

/s/ Robert P. Kinney of Morgan Stanley Capital Group Inc. 06/01/2006

__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 6,365,936 shares of Common Stock held directly by MSCG and 33,919 shares held directly by MSIL on May 23, 2006.
- (4) Includes 6,365,914 shares of Common Stock held directly by MSCG and 33,919 shares held directly by MSIL on May 23, 2006.

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- (5) Includes 6,365,609 shares of Common Stock held directly by MSCG and 33,917 shares held directly by MSIL on May 23, 2006.
- (6) Includes 6,365,587 shares of Common Stock held directly by MSCG and 33,917 shares held directly by MSIL on May 23, 2006.
- (7) Includes 6,365,369 shares of Common Stock held directly by MSCG and 33,916 shares held directly by MSIL on May 23, 2006.
- (8) Includes 6,362,097 shares of Common Stock held directly by MSCG and 33,906 shares held directly by MSIL on May 23, 2006.
- (9) Includes 6,361,879 shares of Common Stock held directly by MSCG and 33,905 shares held directly by MSIL on May 23, 2006.
- (10) Includes 6,360,221 shares of Common Stock held directly by MSCG and 33,896 shares held directly by MSIL on May 23, 2006.
- (11) Includes 6,358,781 shares of Common Stock held directly by MSCG and 33,888 shares held directly by MSIL on May 23, 2006.
- (12) Includes 6,358,127 shares of Common Stock held directly by MSCG and 33,885 shares held directly by MSIL on May 23, 2006.
- (13) Includes 6,357,691 shares of Common Stock held directly by MSCG and 33,883 shares held directly by MSIL on May 23, 2006.
- (14) Includes 6,357,058 shares of Common Stock held directly by MSCG and 33,880 shares held directly by MSIL on May 23, 2006.
- (15) Includes 6,356,993 shares of Common Stock held directly by MSCG and 33,880 shares held directly by MSIL on May 23, 2006.
- (16) Includes 6,355,531 shares of Common Stock held directly by MSCG and 33,872 shares held directly by MSIL on May 23, 2006.
- (17) Includes 6,353,350 shares of Common Stock held directly by MSCG and 33,861 shares held directly by MSIL on May 23, 2006.
- (18) Includes 6,352,914 shares of Common Stock held directly by MSCG and 33,859 shares held directly by MSIL on May 23, 2006.
- (19) Includes 6,350,733 shares of Common Stock held directly by MSCG and 33,848 shares held directly by MSIL on May 23, 2006.

Remarks:

1) On May 25, 2006, Morgan Stanley reported that it sold (i) 67,983 shares of the Issuer's common stock, \$0.01 par value ("Common Stock") on May 23, 2006 at a price of \$60.91 and (ii) 8,772 shares of Common Stock on May 24, 2006 at a price of \$56.76. This amended Form 4 is being filed to reflect the fact that Morgan Stanley sold (i) an aggregate of 67,983 shares of Common Stock on May 23, 2006 in a series of transactions that were effected at various prices and (ii) an aggregate of 8,772 shares of Common Stock on May 24, 2006 in a series of transactions that were effected at various prices.

2) This is the second of five forms 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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