

INTERCONTINENTALEXCHANGE INC

Form 4

June 02, 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

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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)

05/31/2006

____ 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	05/31/2006		S		8,662 <u>(1)</u>	D \$ 55.5	6,267,301 <u>(3)</u>	I See Note <u>(2)</u>
Common Stock, par value \$0.01	05/31/2006		S		746 <u>(1)</u>	D \$ 55.51	6,266,555 <u>(4)</u>	I See Note <u>(2)</u>
Common Stock, par value \$0.01	05/31/2006		S		263 <u>(1)</u>	D \$ 55.52	6,266,292 <u>(5)</u>	I See Note <u>(2)</u>
Common Stock, par	05/31/2006		S		351 <u>(1)</u>	D \$ 55.53	6,265,941 <u>(6)</u>	I See Note <u>(2)</u>

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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 <u>(1)</u>	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 <u>(1)</u>	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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(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	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 Bene Own
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Security

Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)Follow
Repor
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

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

Signatures

Dennine Bullard, authorized signatory of Morgan Stanley

06/02/2006

**Signature of Reporting Person

Date

Robert P. Kinney of Morgan Stanley Capital Group Inc.

06/02/2006

**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 6,234,070 shares of Common Stock held directly by MSCG and 33,231 shares held directly by MSIL on May 31, 2006.
- (4) Includes 6,233,328 shares of Common Stock held directly by MSCG and 33,227 shares held directly by MSIL on May 31, 2006.
- (5) Includes 6,233,066 shares of Common Stock held directly by MSCG and 33,226 shares held directly by MSIL on May 31, 2006.
- (6) Includes 6,232,717 shares of Common Stock held directly by MSCG and 33,224 shares held directly by MSIL on May 31, 2006.
- (7) Includes 6,232,412 shares of Common Stock held directly by MSCG and 33,222 shares held directly by MSIL on May 31, 2006.
- (8) Includes 6,229,816 shares of Common Stock held directly by MSCG and 33,208 shares held directly by MSIL on May 31, 2006.
- (9) Includes 6,229,380 shares of Common Stock held directly by MSCG and 33,206 shares held directly by MSIL on May 31, 2006.
- (10) Includes 6,229,184 shares of Common Stock held directly by MSCG and 33,205 shares held directly by MSIL on May 31, 2006.
- (11) Includes 6,228,682 shares of Common Stock held directly by MSCG and 33,202 shares held directly by MSIL on May 31, 2006.
- (12) Includes 6,228,311 shares of Common Stock held directly by MSCG and 33,200 shares held directly by MSIL on May 31, 2006.
- (13) Includes 6,226,326 shares of Common Stock held directly by MSCG and 33,189 shares held directly by MSIL on May 31, 2006.

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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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