

INTERCONTINENTALEXCHANGE INC

Form 4/A

June 01, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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
(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

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

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