

INTERCONTINENTALEXCHANGE INC

Form 4

June 05, 2006

FORM 4

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

OMB APPROVAL

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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)
06/02/2006

___ 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 or Price					
Common Stock, par value \$0.01	06/02/2006		S		5,482 (1)	D	\$ 55.01	6,199,450 (3)	I	See Note (2)
Common Stock, par value \$0.01	06/02/2006		S		110 (1)	D	\$ 55.07	6,199,340 (4)	I	See Note (2)
Common Stock, par value \$0.01	06/02/2006		S		21,930 (1)	D	\$ 55.1	6,177,410 (5)	I	See Note (2)
Common Stock, par	06/02/2006		S		5,482 (1)	D	\$ 55.15	6,171,928 (6)	I	See Note (2)

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value \$0.01

Common Stock, par value \$0.01	06/02/2006	S	30 <u>(1)</u>	D	\$ 55.16	6,171,898 <u>(7)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	11,045 <u>(1)</u>	D	\$ 55.2	6,160,853 <u>(8)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	1,097 <u>(1)</u>	D	\$ 56	6,159,756 <u>(9)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	44 <u>(1)</u>	D	\$ 56.02	6,159,712 <u>(10)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	219 <u>(1)</u>	D	\$ 56.03	6,159,493 <u>(11)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	373 <u>(1)</u>	D	\$ 56.05	6,159,120 <u>(12)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	154 <u>(1)</u>	D	\$ 56.06	6,158,966 <u>(13)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	88 <u>(1)</u>	D	\$ 56.07	6,158,878 <u>(14)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	22 <u>(1)</u>	D	\$ 56.08	6,158,856 <u>(15)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	307 <u>(1)</u>	D	\$ 56.1	6,158,549 <u>(16)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	44 <u>(1)</u>	D	\$ 56.11	6,158,505 <u>(17)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	22 <u>(1)</u>	D	\$ 56.15	6,158,483 <u>(18)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	657 <u>(1)</u>	D	\$ 56.16	6,157,826 <u>(19)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	22 <u>(1)</u>	D	\$ 56.17	6,157,804 <u>(20)</u>	I	See Note <u>(2)</u>

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Common Stock, par value \$0.01	06/02/2006	S	65 <u>(1)</u>	D	\$ 56.18	6,157,739 <u>(21)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	110 <u>(1)</u>	D	\$ 56.2	6,157,629 <u>(22)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	44 <u>(1)</u>	D	\$ 56.22	6,157,585 <u>(23)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	65 <u>(1)</u>	D	\$ 56.23	6,157,520 <u>(24)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	65 <u>(1)</u>	D	\$ 56.24	6,157,455 <u>(25)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	5,461 <u>(1)</u>	D	\$ 56.25	6,151,994 <u>(26)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	44 <u>(1)</u>	D	\$ 56.26	6,151,950 <u>(27)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	22 <u>(1)</u>	D	\$ 56.27	6,151,928 <u>(28)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	44 <u>(1)</u>	D	\$ 56.3	6,151,884 <u>(29)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	44 <u>(1)</u>	D	\$ 56.39	6,151,840 <u>(30)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	44 <u>(1)</u>	D	\$ 56.4	6,151,796 <u>(31)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	219 <u>(1)</u>	D	\$ 56.5	6,151,577 <u>(32)</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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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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- (10) Includes 6,127,052 shares of Common Stock held directly by MSCG and 32,660 shares held directly by MSIL on June 2, 2006.
- (11) Includes 6,126,834 shares of Common Stock held directly by MSCG and 32,659 shares held directly by MSIL on June 1, 2006.
- (12) Includes 6,126,463 shares of Common Stock held directly by MSCG and 32,657 shares held directly by MSIL on June 1, 2006.
- (13) Includes 6,126,310 shares of Common Stock held directly by MSCG and 32,656 shares held directly by MSIL on June 2, 2006.
- (14) Includes 6,126,223 shares of Common Stock held directly by MSCG and 32,655 shares held directly by MSIL on June 2, 2006.
- (15) Includes 6,126,201 shares of Common Stock held directly by MSCG and 32,655 shares held directly by MSIL on June 2, 2006.
- (16) Includes 6,125,896 shares of Common Stock held directly by MSCG and 32,653 shares held directly by MSIL on June 2, 2006.
- (17) Includes 6,125,852 shares of Common Stock held directly by MSCG and 32,653 shares held directly by MSIL on June 2, 2006.
- (18) Includes 6,125,830 shares of Common Stock held directly by MSCG and 32,653 shares held directly by MSIL on June 2, 2006.
- (19) Includes 6,125,176 shares of Common Stock held directly by MSCG and 32,650 shares held directly by MSIL on June 2, 2006.
- (20) Includes 6,125,154 shares of Common Stock held directly by MSCG and 32,650 shares held directly by MSIL on June 2, 2006.
- (21) Includes 6,125,089 shares of Common Stock held directly by MSCG and 32,650 shares held directly by MSIL on June 2, 2006.
- (22) Includes 6,124,980 shares of Common Stock held directly by MSCG and 32,649 shares held directly by MSIL on June 2, 2006.
- (23) Includes 6,124,936 shares of Common Stock held directly by MSCG and 32,649 shares held directly by MSIL on June 2, 2006.
- (24) Includes 6,124,871 shares of Common Stock held directly by MSCG and 32,649 shares held directly by MSIL on June 2, 2006.
- (25) Includes 6,124,806 shares of Common Stock held directly by MSCG and 32,649 shares held directly by MSIL on June 2, 2006.
- (26) Includes 6,119,374 shares of Common Stock held directly by MSCG and 32,620 shares held directly by MSIL on June 2, 2006.
- (27) Includes 6,119,330 shares of Common Stock held directly by MSCG and 32,620 shares held directly by MSIL on June 2, 2006.
- (28) Includes 6,119,308 shares of Common Stock held directly by MSCG and 32,620 shares held directly by MSIL on June 2, 2006.
- (29) Includes 6,119,264 shares of Common Stock held directly by MSCG and 32,620 shares held directly by MSIL on June 2, 2006.
- (30) Includes 6,119,220 shares of Common Stock held directly by MSCG and 32,620 shares held directly by MSIL on June 2, 2006.
- (31) Includes 6,119,176 shares of Common Stock held directly by MSCG and 32,620 shares held directly by MSIL on June 2, 2006.
- (32) Includes 6,118,958 shares of Common Stock held directly by MSCG and 32,619 shares held directly by MSIL on June 2, 2006.

Remarks:

* This is the first 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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