

INTERCONTINENTALEXCHANGE INC

Form 4/A

June 01, 2006

FORM 4

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

OMB APPROVAL

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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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock, par value \$0.01	05/23/2006		S	22 ⁽¹⁾ D \$ 59.08	6,452,542 ⁽³⁾	I	See Note ⁽²⁾
Common Stock, par value \$0.01	05/23/2006		S	65 ⁽¹⁾ D \$ 59.35	6,452,477 ⁽⁴⁾	I	See Note ⁽²⁾
Common Stock, par value \$0.01	05/23/2006		S	65 ⁽¹⁾ D \$ 59.4	6,452,412 ⁽⁵⁾	I	See Note ⁽²⁾
Common Stock, par	05/23/2006		S	154 ⁽¹⁾ D \$ 59.45	6,452,258 ⁽⁶⁾	I	See Note ⁽²⁾

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value \$0.01

Common Stock, par value \$0.01	05/23/2006	S	44 <u>(1)</u>	D	\$ 59.5	6,452,214 <u>(7)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	87 <u>(1)</u>	D	\$ 59.76	6,452,127 <u>(8)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	22 <u>(1)</u>	D	\$ 59.9	6,452,105 <u>(9)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	110 <u>(1)</u>	D	\$ 60	6,451,995 <u>(10)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	110 <u>(1)</u>	D	\$ 60.25	6,451,885 <u>(11)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	110 <u>(1)</u>	D	\$ 60.35	6,451,775 <u>(12)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	110 <u>(1)</u>	D	\$ 60.4	6,451,665 <u>(13)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	329 <u>(1)</u>	D	\$ 60.45	6,451,336 <u>(14)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	110 <u>(1)</u>	D	\$ 60.5	6,451,226 <u>(15)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	22 <u>(1)</u>	D	\$ 60.54	6,451,204 <u>(16)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	329 <u>(1)</u>	D	\$ 60.55	6,450,875 <u>(17)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	505 <u>(1)</u>	D	\$ 60.6	6,450,370 <u>(18)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	65 <u>(1)</u>	D	\$ 60.61	6,450,305 <u>(19)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	1,097 <u>(1)</u>	D	\$ 60.63	6,449,208 <u>(20)</u>	I	See Note <u>(2)</u>

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Common Stock, par value \$0.01	05/23/2006	S	44 <u>(1)</u>	D	\$ 60.65	6,449,164 <u>(21)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	1,097 <u>(1)</u>	D	\$ 60.7	6,448,067 <u>(22)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	373 <u>(1)</u>	D	\$ 60.72	6,447,694 <u>(23)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	219 <u>(1)</u>	D	\$ 60.75	6,447,475 <u>(24)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	22 <u>(1)</u>	D	\$ 60.77	6,447,453 <u>(25)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	395 <u>(1)</u>	D	\$ 60.8	6,447,058 <u>(26)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	351 <u>(1)</u>	D	\$ 60.81	6,446,707 <u>(27)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	1,075 <u>(1)</u>	D	\$ 60.83	6,445,632 <u>(28)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	44,286 <u>(1)</u>	D	\$ 60.85	6,401,346 <u>(29)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	44 <u>(1)</u>	D	\$ 60.86	6,401,302 <u>(30)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	44 <u>(1)</u>	D	\$ 60.89	6,401,258 <u>(31)</u>	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	05/23/2006	S	987 <u>(1)</u>	D	\$ 60.9	6,400,271 <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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SEC 1474
(9-02)

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

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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. Number of Derivative Securities Owned Beneficially (Instr. 5)
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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

/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 6,418,362 shares of Common Stock held directly by MSCG and 34,180 shares held directly by MSIL on May 23, 2006.
- (4) Includes 6,418,297 shares of Common Stock held directly by MSCG and 34,180 shares held directly by MSIL on May 23, 2006.
- (5) Includes 6,418,232 shares of Common Stock held directly by MSCG and 34,180 shares held directly by MSIL on May 23, 2006.
- (6) Includes 6,418,079 shares of Common Stock held directly by MSCG and 34,179 shares held directly by MSIL on May 23, 2006.
- (7) Includes 6,418,035 shares of Common Stock held directly by MSCG and 34,179 shares held directly by MSIL on May 23, 2006.
- (8) Includes 6,417,948 shares of Common Stock held directly by MSCG and 34,179 shares held directly by MSIL on May 23, 2006.
- (9) Includes 6,417,926 shares of Common Stock held directly by MSCG and 34,179 shares held directly by MSIL on May 23, 2006.

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- (10) Includes 6,417,817 shares of Common Stock held directly by MSCG and 34,178 shares held directly by MSIL on May 23, 2006.
- (11) Includes 6,417,708 shares of Common Stock held directly by MSCG and 34,177 shares held directly by MSIL on May 23, 2006.
- (12) Includes 6,417,599 shares of Common Stock held directly by MSCG and 34,176 shares held directly by MSIL on May 23, 2006.
- (13) Includes 6,417,490 shares of Common Stock held directly by MSCG and 34,175 shares held directly by MSIL on May 23, 2006.
- (14) Includes 6,417,163 shares of Common Stock held directly by MSCG and 34,173 shares held directly by MSIL on May 23, 2006.
- (15) Includes 6,417,054 shares of Common Stock held directly by MSCG and 34,172 shares held directly by MSIL on May 23, 2006.
- (16) Includes 6,417,032 shares of Common Stock held directly by MSCG and 34,172 shares held directly by MSIL on May 23, 2006.
- (17) Includes 6,416,705 shares of Common Stock held directly by MSCG and 34,170 shares held directly by MSIL on May 23, 2006.
- (18) Includes 6,416,203 shares of Common Stock held directly by MSCG and 34,167 shares held directly by MSIL on May 23, 2006.
- (19) Includes 6,416,138 shares of Common Stock held directly by MSCG and 34,167 shares held directly by MSIL on May 23, 2006.
- (20) Includes 6,415,047 shares of Common Stock held directly by MSCG and 34,161 shares held directly by MSIL on May 23, 2006.
- (21) Includes 6,415,003 shares of Common Stock held directly by MSCG and 34,161 shares held directly by MSIL on May 23, 2006.
- (22) Includes 6,413,912 shares of Common Stock held directly by MSCG and 34,155 shares held directly by MSIL on May 23, 2006.
- (23) Includes 6,413,541 shares of Common Stock held directly by MSCG and 34,153 shares held directly by MSIL on May 23, 2006.
- (24) Includes 6,413,323 shares of Common Stock held directly by MSCG and 34,152 shares held directly by MSIL on May 23, 2006.
- (25) Includes 6,413,301 shares of Common Stock held directly by MSCG and 34,152 shares held directly by MSIL on May 23, 2006.
- (26) Includes 6,412,908 shares of Common Stock held directly by MSCG and 34,150 shares held directly by MSIL on May 23, 2006.
- (27) Includes 6,412,559 shares of Common Stock held directly by MSCG and 34,148 shares held directly by MSIL on May 23, 2006.
- (28) Includes 6,411,490 shares of Common Stock held directly by MSCG and 34,142 shares held directly by MSIL on May 23, 2006.
- (29) Includes 6,367,420 shares of Common Stock held directly by MSCG and 33,926 shares held directly by MSIL on May 23, 2006.
- (30) Includes 6,367,376 shares of Common Stock held directly by MSCG and 33,926 shares held directly by MSIL on May 23, 2006.
- (31) Includes 6,367,332 shares of Common Stock held directly by MSCG and 33,926 shares held directly by MSIL on May 23, 2006.
- (32) Includes 6,366,350 shares of Common Stock held directly by MSCG and 33,921 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 first 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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