

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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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)
06/02/2006

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

(Street)
NEW YORK, NY 10036

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

(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 (A) or (D) Price			
Common Stock, par value \$0.01	06/02/2006		S	438 ⁽¹⁾ D \$ 56.6	6,151,139 ⁽³⁾	I	See Note ⁽²⁾
Common Stock, par value \$0.01	06/02/2006		S	548 ⁽¹⁾ D \$ 56.65	6,150,591 ⁽⁴⁾	I	See Note ⁽²⁾
Common Stock, par value \$0.01	06/02/2006		S	88 ⁽¹⁾ D \$ 56.7	6,150,503 ⁽⁵⁾	I	See Note ⁽²⁾
Common Stock, par	06/02/2006		S	22 ⁽¹⁾ D \$ 56.71	6,150,481 ⁽⁶⁾	I	See Note ⁽²⁾

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value \$0.01

Common Stock, par value \$0.01	06/02/2006	S	176 ⁽¹⁾	D	\$ 56.72	6,150,305 ⁽⁷⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	22 ⁽¹⁾	D	\$ 56.75	6,150,283 ⁽⁸⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	22 ⁽¹⁾	D	\$ 56.85	6,150,261 ⁽⁹⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	175 ⁽¹⁾	D	\$ 57	6,150,086 ⁽¹⁰⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	22 ⁽¹⁾	D	\$ 57.01	6,150,064 ⁽¹¹⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	44 ⁽¹⁾	D	\$ 57.03	6,150,020 ⁽¹²⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	110 ⁽¹⁾	D	\$ 57.04	6,149,910 ⁽¹³⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	438 ⁽¹⁾	D	\$ 57.05	6,149,472 ⁽¹⁴⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	175 ⁽¹⁾	D	\$ 57.1	6,149,297 ⁽¹⁵⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	110 ⁽¹⁾	D	\$ 57.2	6,149,187 ⁽¹⁶⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	88 ⁽¹⁾	D	\$ 57.21	6,149,099 ⁽¹⁷⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	88 ⁽¹⁾	D	\$ 57.23	6,149,011 ⁽¹⁸⁾	I	See Note <u>(2)</u>
Common Stock, par value \$0.01	06/02/2006	S	110 ⁽¹⁾	D	\$ 57.25	6,148,901 ⁽¹⁹⁾	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 6,117,890 shares of Common Stock held directly by MSCG and 32,613 shares held directly by MSIL on June 2, 2006.
- (6) Includes 6,117,868 shares of Common Stock held directly by MSCG and 32,613 shares held directly by MSIL on June 2, 2006.
- (7) Includes 6,117,693 shares of Common Stock held directly by MSCG and 32,612 shares held directly by MSIL on June 2, 2006.
- (8) Includes 6,117,671 shares of Common Stock held directly by MSCG and 32,612 shares held directly by MSIL on June 2, 2006.
- (9) Includes 6,117,649 shares of Common Stock held directly by MSCG and 32,612 shares held directly by MSIL on June 2, 2006.
- (10) Includes 6,117,475 shares of Common Stock held directly by MSCG and 32,611 shares held directly by MSIL on June 2, 2006.
- (11) Includes 6,117,453 shares of Common Stock held directly by MSCG and 32,611 shares held directly by MSIL on June 1, 2006.
- (12) Includes 6,117,409 shares of Common Stock held directly by MSCG and 32,611 shares held directly by MSIL on June 1, 2006.
- (13) Includes 6,117,300 shares of Common Stock held directly by MSCG and 32,610 shares held directly by MSIL on June 2, 2006.
- (14) Includes 6,116,864 shares of Common Stock held directly by MSCG and 32,608 shares held directly by MSIL on June 2, 2006.
- (15) Includes 6,116,690 shares of Common Stock held directly by MSCG and 32,607 shares held directly by MSIL on June 2, 2006.
- (16) Includes 6,116,581 shares of Common Stock held directly by MSCG and 32,606 shares held directly by MSIL on June 2, 2006.
- (17) Includes 6,116,494 shares of Common Stock held directly by MSCG and 32,605 shares held directly by MSIL on June 2, 2006.
- (18) Includes 6,116,407 shares of Common Stock held directly by MSCG and 32,604 shares held directly by MSIL on June 2, 2006.
- (19) Includes 6,116,298 shares of Common Stock held directly by MSCG and 32,603 shares held directly by MSIL on June 2, 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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