

INTERCONTINENTALEXCHANGE INC  
 Form 4  
 June 02, 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

3. Date of Earliest Transaction (Month/Day/Year)  
 05/31/2006

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

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value \$0.01

Common Stock, par value \$0.01	05/31/2006	S	307 <sup>(1)</sup>	D	\$ 55.54	6,265,634 <sup>(7)</sup>	I	See Note <sup>(2)</sup>
Common Stock, par value \$0.01	05/31/2006	S	2,610 <sup>(1)</sup>	D	\$ 55.55	6,263,024 <sup>(8)</sup>	I	See Note <sup>(2)</sup>
Common Stock, par value \$0.01	05/31/2006	S	438 <sup>(1)</sup>	D	\$ 55.56	6,262,586 <sup>(9)</sup>	I	See Note <sup>(2)</sup>
Common Stock, par value \$0.01	05/31/2006	S	197 <sup>(1)</sup>	D	\$ 55.57	6,262,389 <sup>(10)</sup>	I	See Note <sup>(2)</sup>
Common Stock, par value \$0.01	05/31/2006	S	505 <sup>(1)</sup>	D	\$ 55.58	6,261,884 <sup>(11)</sup>	I	See Note <sup>(2)</sup>
Common Stock, par value \$0.01	05/31/2006	S	373 <sup>(1)</sup>	D	\$ 55.59	6,261,511 <sup>(12)</sup>	I	See Note <sup>(2)</sup>
Common Stock, par value \$0.01	05/31/2006	S	1,996 <sup>(1)</sup>	D	\$ 55.6	6,259,515 <sup>(13)</sup>	I	See Note <sup>(2)</sup>
Common Stock, par value \$0.01	05/31/2006	S	483 <sup>(1)</sup>	D	\$ 55.75	6,259,032 <sup>(14)</sup>	I	See Note <sup>(2)</sup>
Common Stock, par value \$0.01	05/31/2006	S	65 <sup>(1)</sup>	D	\$ 55.76	6,258,967 <sup>(15)</sup>	I	See Note <sup>(2)</sup>
Common Stock, par value \$0.01	05/31/2006	S	154 <sup>(1)</sup>	D	\$ 55.79	6,258,813 <sup>(16)</sup>	I	See Note <sup>(2)</sup>

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)

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. Number of Derivative Securities Beneficially Owned
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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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.