

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)

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

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

1585 BROADWAY
 (Street)

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

NEW YORK, NY 10036
 (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 | 05/24/2006 | | S | 154 ⁽¹⁾ D \$ 56.6 | 6,381,643 ⁽³⁾ | I | See Note ⁽²⁾ |
| Common Stock, par value \$0.01 | 05/24/2006 | | S | 22 ⁽¹⁾ D \$ 56.62 | 6,381,621 ⁽⁴⁾ | I | See Note ⁽²⁾ |
| Common Stock, par value \$0.01 | 05/24/2006 | | S | 66 ⁽¹⁾ D \$ 56.64 | 6,381,555 ⁽⁵⁾ | I | See Note ⁽²⁾ |
| Common Stock, par | 05/24/2006 | | S | 44 ⁽¹⁾ D \$ 56.65 | 6,381,511 ⁽⁶⁾ | I | See Note ⁽²⁾ |

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value \$0.01

| | | | | | | | | |
|--------------------------------------|------------|---|----------------|---|-------------|-----------------------|---|------------------------|
| Common Stock, par value \$0.01 | 05/24/2006 | S | 22 <u>(1)</u> | D | \$ 56.66 | 6,381,489 <u>(7)</u> | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 05/24/2006 | S | 110 <u>(1)</u> | D | \$ 56.7 | 6,381,379 <u>(8)</u> | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 05/24/2006 | S | 87 <u>(1)</u> | D | \$ 56.71 | 6,381,292 <u>(9)</u> | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 05/24/2006 | S | 548 <u>(1)</u> | D | \$ 56.75 | 6,380,744 <u>(10)</u> | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 05/24/2006 | S | 22 <u>(1)</u> | D | \$ 56.76 | 6,380,722 <u>(11)</u> | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 05/24/2006 | S | 197 <u>(1)</u> | D | \$ 56.77 | 6,380,525 <u>(12)</u> | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 05/24/2006 | S | 66 <u>(1)</u> | D | \$ 56.79 | 6,380,459 <u>(13)</u> | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 05/24/2006 | S | 219 <u>(1)</u> | D | \$ 56.8 | 6,380,240 <u>(14)</u> | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 05/24/2006 | S | 22 <u>(1)</u> | D | \$ 56.83 | 6,380,218 <u>(15)</u> | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 05/24/2006 | S | 132 <u>(1)</u> | D | \$ 56.84 | 6,380,086 <u>(16)</u> | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 05/24/2006 | S | 44 <u>(1)</u> | D | \$ 56.87 | 6,380,042 <u>(17)</u> | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 05/24/2006 | S | 219 <u>(1)</u> | D | \$ 56.9 | 6,379,823 <u>(18)</u> | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 05/24/2006 | S | 505 <u>(1)</u> | D | \$ 57 | 6,379,318 <u>(19)</u> | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 05/24/2006 | S | 22 <u>(1)</u> | D | \$ 57.01 | 6,379,296 <u>(20)</u> | I | See Note <u>(2)</u> |

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| | | | | | | | | |
|--------------------------------------|------------|---|--------------------|---|-------------|---------------------------|---|------------------------|
| Common Stock, par value \$0.01 | 05/24/2006 | S | 219 ⁽¹⁾ | D | \$ 57.03 | 6,379,077 ⁽²¹⁾ | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 05/24/2006 | S | 22 ⁽¹⁾ | D | \$ 57.07 | 6,379,055 ⁽²²⁾ | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 05/24/2006 | S | 307 ⁽¹⁾ | D | \$ 57.1 | 6,378,748 ⁽²³⁾ | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 05/24/2006 | S | 110 ⁽¹⁾ | D | \$ 57.11 | 6,378,638 ⁽²⁴⁾ | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 05/24/2006 | S | 22 ⁽¹⁾ | D | \$ 57.13 | 6,378,616 ⁽²⁵⁾ | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 05/24/2006 | S | 110 ⁽¹⁾ | D | \$ 57.15 | 6,378,506 ⁽²⁶⁾ | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 05/24/2006 | S | 22 ⁽¹⁾ | D | \$ 57.16 | 6,378,484 ⁽²⁷⁾ | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 05/24/2006 | S | 44 ⁽¹⁾ | D | \$ 57.19 | 6,378,440 ⁽²⁸⁾ | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 05/24/2006 | S | 570 ⁽¹⁾ | D | \$ 57.2 | 6,377,870 ⁽²⁹⁾ | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 05/24/2006 | S | 548 ⁽¹⁾ | D | \$ 57.25 | 6,377,322 ⁽³⁰⁾ | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 05/24/2006 | S | 44 ⁽¹⁾ | D | \$ 57.29 | 6,377,278 ⁽³¹⁾ | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 05/24/2006 | S | 219 ⁽¹⁾ | D | \$ 57.3 | 6,377,059 ⁽³²⁾ | I | See Note <u>(2)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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 6,347,808 shares of Common Stock held directly by MSCG and 33,835 shares held directly by MSIL on May 24, 2006.
- (4) Includes 6,347,786 shares of Common Stock held directly by MSCG and 33,835 shares held directly by MSIL on May 24, 2006.
- (5) Includes 6,347,720 shares of Common Stock held directly by MSCG and 33,835 shares held directly by MSIL on May 24, 2006.
- (6) Includes 6,347,676 shares of Common Stock held directly by MSCG and 33,835 shares held directly by MSIL on May 24, 2006.
- (7) Includes 6,347,654 shares of Common Stock held directly by MSCG and 33,835 shares held directly by MSIL on May 24, 2006.
- (8) Includes 6,347,545 shares of Common Stock held directly by MSCG and 33,834 shares held directly by MSIL on May 24, 2006.
- (9) Includes 6,347,458 shares of Common Stock held directly by MSCG and 33,834 shares held directly by MSIL on May 24, 2006.

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- (10) Includes 6,346,913 shares of Common Stock held directly by MSCG and 33,831 shares held directly by MSIL on May 24, 2006.
- (11) Includes 6,346,891 shares of Common Stock held directly by MSCG and 33,831 shares held directly by MSIL on May 24, 2006.
- (12) Includes 6,346,695 shares of Common Stock held directly by MSCG and 33,830 shares held directly by MSIL on May 24, 2006.
- (13) Includes 6,346,629 shares of Common Stock held directly by MSCG and 33,830 shares held directly by MSIL on May 24, 2006.
- (14) Includes 6,346,411 shares of Common Stock held directly by MSCG and 33,829 shares held directly by MSIL on May 24, 2006.
- (15) Includes 6,346,389 shares of Common Stock held directly by MSCG and 33,829 shares held directly by MSIL on May 24, 2006.
- (16) Includes 6,346,258 shares of Common Stock held directly by MSCG and 33,828 shares held directly by MSIL on May 24, 2006.
- (17) Includes 6,346,214 shares of Common Stock held directly by MSCG and 33,828 shares held directly by MSIL on May 24, 2006.
- (18) Includes 6,345,996 shares of Common Stock held directly by MSCG and 33,827 shares held directly by MSIL on May 24, 2006.
- (19) Includes 6,345,494 shares of Common Stock held directly by MSCG and 33,824 shares held directly by MSIL on May 24, 2006.
- (20) Includes 6,345,472 shares of Common Stock held directly by MSCG and 33,824 shares held directly by MSIL on May 24, 2006.
- (21) Includes 6,345,254 shares of Common Stock held directly by MSCG and 33,823 shares held directly by MSIL on May 24, 2006.
- (22) Includes 6,345,232 shares of Common Stock held directly by MSCG and 33,823 shares held directly by MSIL on May 24, 2006.
- (23) Includes 6,344,927 shares of Common Stock held directly by MSCG and 33,821 shares held directly by MSIL on May 24, 2006.
- (24) Includes 6,344,818 shares of Common Stock held directly by MSCG and 33,820 shares held directly by MSIL on May 24, 2006.
- (25) Includes 6,344,796 shares of Common Stock held directly by MSCG and 33,820 shares held directly by MSIL on May 24, 2006.
- (26) Includes 6,344,687 shares of Common Stock held directly by MSCG and 33,819 shares held directly by MSIL on May 24, 2006.
- (27) Includes 6,344,665 shares of Common Stock held directly by MSCG and 33,819 shares held directly by MSIL on May 24, 2006.
- (28) Includes 6,344,621 shares of Common Stock held directly by MSCG and 33,819 shares held directly by MSIL on May 24, 2006.
- (29) Includes 6,344,054 shares of Common Stock held directly by MSCG and 33,816 shares held directly by MSIL on May 24, 2006.
- (30) Includes 6,343,509 shares of Common Stock held directly by MSCG and 33,813 shares held directly by MSIL on May 24, 2006.
- (31) Includes 6,343,465 shares of Common Stock held directly by MSCG and 33,813 shares held directly by MSIL on May 24, 2006.
- (32) Includes 6,343,247 shares of Common Stock held directly by MSCG and 33,812 shares held directly by MSIL on May 24, 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 fourth 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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