

INTERCONTINENTALEXCHANGE INC

Form 4/A

June 01, 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

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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)
05/24/2006

___ 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 Ownership (Instr. 4)
			Code	V	Amount or 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.

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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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- (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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