

INTERCONTINENTALEXCHANGE INC
Form 4
June 07, 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)

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 or Price | | | | | |
| Common Stock, par value \$0.01 | 06/05/2006 | | S | | 44 ⁽¹⁾ | D | \$ 55.05 | 6,148,857 ⁽³⁾ | I | See Note ⁽²⁾ |
| Common Stock, par value \$0.01 | 06/05/2006 | | S | | 197 ⁽¹⁾ | D | \$ 55.1 | 6,148,660 ⁽⁴⁾ | I | See Note ⁽²⁾ |
| Common Stock, par value \$0.01 | 06/05/2006 | | S | | 241 ⁽¹⁾ | D | \$ 55.11 | 6,148,419 ⁽⁵⁾ | I | See Note ⁽²⁾ |
| Common Stock, par | 06/05/2006 | | S | | 66 ⁽¹⁾ | D | \$ 55.13 | 6,148,353 ⁽⁶⁾ | I | See Note ⁽²⁾ |

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value \$0.01

| | | | | | | | | |
|--------------------------------------|------------|---|---------------------|---|----------|-----------------------|---|------------------------|
| Common Stock, par value \$0.01 | 06/05/2006 | S | 110 <u>(1)</u> | D | \$ 55.2 | 6,148,243 <u>(7)</u> | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 06/05/2006 | S | 241 <u>(1)</u> | D | \$ 55.21 | 6,148,002 <u>(8)</u> | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 06/05/2006 | S | 66 <u>(1)</u> | D | \$ 55.22 | 6,147,936 <u>(9)</u> | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 06/05/2006 | S | 219 <u>(1)</u> | D | \$ 55.24 | 6,147,717 <u>(10)</u> | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 06/05/2006 | S | 1,140 <u>(1)</u> | D | \$ 55.25 | 6,146,577 <u>(11)</u> | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 06/05/2006 | S | 197 <u>(1)</u> | D | \$ 55.27 | 6,146,380 <u>(12)</u> | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 06/05/2006 | S | 384 <u>(1)</u> | D | \$ 55.3 | 6,145,996 <u>(13)</u> | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 06/05/2006 | S | 264 <u>(1)</u> | D | \$ 55.35 | 6,145,732 <u>(14)</u> | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 06/05/2006 | S | 65 <u>(1)</u> | D | \$ 55.36 | 6,145,667 <u>(15)</u> | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 06/05/2006 | S | 438 <u>(1)</u> | D | \$ 55.4 | 6,145,229 <u>(16)</u> | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 06/05/2006 | S | 1,097 <u>(1)</u> | D | \$ 55.44 | 6,144,132 <u>(17)</u> | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 06/05/2006 | S | 658 <u>(1)</u> | D | \$ 55.5 | 6,143,474 <u>(18)</u> | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 06/05/2006 | S | 110 <u>(1)</u> | D | \$ 55.56 | 6,143,364 <u>(19)</u> | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 06/05/2006 | S | 176 <u>(1)</u> | D | \$ 55.57 | 6,143,188 <u>(20)</u> | I | See Note <u>(2)</u> |

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| | | | | | | | | |
|--------------------------------------|------------|---|----------------|---|-------------|-----------------------|---|------------------------|
| Common Stock, par value \$0.01 | 06/05/2006 | S | 44 <u>(1)</u> | D | \$ 55.61 | 6,143,144 <u>(21)</u> | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 06/05/2006 | S | 219 <u>(1)</u> | D | \$ 56 | 6,142,925 <u>(22)</u> | I | See Note <u>(2)</u> |
| Common Stock, par value \$0.01 | 06/05/2006 | S | 219 <u>(1)</u> | D | \$ 56.1 | 6,142,706 <u>(23)</u> | 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)

| 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

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

06/07/2006

 **Signature of Reporting Person

Date

06/07/2006

/s/ Robert P. Kinney of Morgan Stanley Capital Group
Inc.

__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 6,116,254 shares of Common Stock held directly by MSCG and 32,603 shares held directly by MSIL on June 5, 2006.
- (4) Includes 6,116,058 shares of Common Stock held directly by MSCG and 32,602 shares held directly by MSIL on June 5, 2006.
- (5) Includes 6,115,818 shares of Common Stock held directly by MSCG and 32,601 shares held directly by MSIL on June 5, 2006.
- (6) Includes 6,115,752 shares of Common Stock held directly by MSCG and 32,601 shares held directly by MSIL on June 5, 2006.
- (7) Includes 6,115,643 shares of Common Stock held directly by MSCG and 32,600 shares held directly by MSIL on June 5, 2006.
- (8) Includes 6,115,403 shares of Common Stock held directly by MSCG and 32,599 shares held directly by MSIL on June 5, 2006.
- (9) Includes 6,115,338 shares of Common Stock held directly by MSCG and 32,598 shares held directly by MSIL on June 5, 2006.
- (10) Includes 6,115,120 shares of Common Stock held directly by MSCG and 32,597 shares held directly by MSIL on June 5, 2006.
- (11) Includes 6,113,986 shares of Common Stock held directly by MSCG and 32,591 shares held directly by MSIL on June 5, 2006.
- (12) Includes 6,113,790 shares of Common Stock held directly by MSCG and 32,590 shares held directly by MSIL on June 5, 2006.
- (13) Includes 6,113,408 shares of Common Stock held directly by MSCG and 32,588 shares held directly by MSIL on June 5, 2006.
- (14) Includes 6,113,146 shares of Common Stock held directly by MSCG and 32,586 shares held directly by MSIL on June 5, 2006.
- (15) Includes 6,113,081 shares of Common Stock held directly by MSCG and 32,586 shares held directly by MSIL on June 5, 2006.
- (16) Includes 6,112,645 shares of Common Stock held directly by MSCG and 32,584 shares held directly by MSIL on June 5, 2006.
- (17) Includes 6,111,554 shares of Common Stock held directly by MSCG and 32,578 shares held directly by MSIL on June 5, 2006.
- (18) Includes 6,110,900 shares of Common Stock held directly by MSCG and 32,574 shares held directly by MSIL on June 5, 2006.
- (19) Includes 6,110,791 shares of Common Stock held directly by MSCG and 32,573 shares held directly by MSIL on June 5, 2006.
- (20) Includes 6,110,616 shares of Common Stock held directly by MSCG and 32,572 shares held directly by MSIL on June 5, 2006.
- (21) Includes 6,110,572 shares of Common Stock held directly by MSCG and 32,572 shares held directly by MSIL on June 5, 2006.
- (22) Includes 6,110,354 shares of Common Stock held directly by MSCG and 32,571 shares held directly by MSIL on June 5, 2006.
- (23) Includes 6,110,136 shares of Common Stock held directly by MSCG and 32,570 shares held directly by MSIL on June 5, 2006.

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.