

INTERCONTINENTALEXCHANGE INC

Form 4

June 05, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(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)

**06/01/2006**

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

**NEW YORK, NY 10036**

(City) (State) (Zip)

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                                                   |
| Common<br>Stock, par<br>value \$0.01  | 06/01/2006                              |                                                             | S                                       |                                                                         | 65 <sup>(1)</sup>                                                                                                  | D \$<br>56.13                                                        | 6,207,369 <sup>(3)</sup> I<br>See Note<br><sup>(2)</sup>          |
| Common<br>Stock, par<br>value \$0.01  | 06/01/2006                              |                                                             | S                                       |                                                                         | 110 <sup>(1)</sup>                                                                                                 | D \$<br>56.15                                                        | 6,207,259 <sup>(4)</sup> I<br>See Note<br><sup>(2)</sup>          |
| Common<br>Stock, par<br>value \$0.01  | 06/01/2006                              |                                                             | S                                       |                                                                         | 22 <sup>(1)</sup>                                                                                                  | D \$<br>56.16                                                        | 6,207,237 <sup>(5)</sup> I<br>See Note<br><sup>(2)</sup>          |
| Common<br>Stock, par                  | 06/01/2006                              |                                                             | S                                       |                                                                         | 110 <sup>(1)</sup>                                                                                                 | D \$<br>56.17                                                        | 6,207,127 <sup>(6)</sup> I<br>See Note<br><sup>(2)</sup>          |

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value \$0.01

|                                      |            |   |                         |   |             |                           |   |                        |
|--------------------------------------|------------|---|-------------------------|---|-------------|---------------------------|---|------------------------|
| Common<br>Stock, par<br>value \$0.01 | 06/01/2006 | S | 395 <sup>(1)</sup>      | D | \$<br>56.18 | 6,206,732 <sup>(7)</sup>  | I | See Note<br><u>(2)</u> |
| Common<br>Stock, par<br>value \$0.01 | 06/01/2006 | S | 241 <sup>(1)</sup>      | D | \$<br>56.19 | 6,206,491 <sup>(8)</sup>  | I | See Note<br><u>(2)</u> |
| Common<br>Stock, par<br>value \$0.01 | 06/01/2006 | S | 1,229<br><sup>(1)</sup> | D | \$ 56.2     | 6,205,262 <sup>(9)</sup>  | I | See Note<br><u>(2)</u> |
| Common<br>Stock, par<br>value \$0.01 | 06/01/2006 | S | 44 <sup>(1)</sup>       | D | \$<br>56.21 | 6,205,218 <sup>(10)</sup> | I | See Note<br><u>(2)</u> |
| Common<br>Stock, par<br>value \$0.01 | 06/01/2006 | S | 110 <sup>(1)</sup>      | D | \$<br>56.22 | 6,205,108 <sup>(11)</sup> | I | See Note<br><u>(2)</u> |
| Common<br>Stock, par<br>value \$0.01 | 06/01/2006 | S | 110 <sup>(1)</sup>      | D | \$<br>56.24 | 6,204,998 <sup>(12)</sup> | I | See Note<br><u>(2)</u> |
| Common<br>Stock, par<br>value \$0.01 | 06/01/2006 | S | 44 <sup>(1)</sup>       | D | \$<br>56.25 | 6,204,954 <sup>(13)</sup> | I | See Note<br><u>(2)</u> |
| Common<br>Stock, par<br>value \$0.01 | 06/01/2006 | S | 22 <sup>(1)</sup>       | D | \$<br>56.33 | 6,204,932 <sup>(14)</sup> | I | See Note<br><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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or                                                                |

Number  
of  
Shares

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships                             |
|-------------------------------------------------------|-------------------------------------------|
|                                                       | Director    10% Owner    Officer    Other |
| MORGAN STANLEY<br>1585 BROADWAY<br>NEW YORK, NY 10036 | X                                         |

## Signatures

|                                                             |            |
|-------------------------------------------------------------|------------|
| /s/ Dennine Bullard, authorized signatory of Morgan Stanley | 06/05/2006 |
|-------------------------------------------------------------|------------|

\_\_Signature of Reporting Person

Date

|                                                           |            |
|-----------------------------------------------------------|------------|
| /s/ Robert P. Kinney of Morgan Stanley Capital Group Inc. | 06/05/2006 |
|-----------------------------------------------------------|------------|

\_\_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 6,174,455 shares of Common Stock held directly by MSCG and 32,914 shares held directly by MSIL on June 1, 2006.
- (4) Includes 6,174,346 shares of Common Stock held directly by MSCG and 32,913 shares held directly by MSIL on June 1, 2006.
- (5) Includes 6,174,324 shares of Common Stock held directly by MSCG and 32,913 shares held directly by MSIL on June 1, 2006.
- (6) Includes 6,174,215 shares of Common Stock held directly by MSCG and 32,912 shares held directly by MSIL on June 1, 2006.
- (7) Includes 6,173,822 shares of Common Stock held directly by MSCG and 32,910 shares held directly by MSIL on June 1, 2006.
- (8) Includes 6,173,582 shares of Common Stock held directly by MSCG and 32,909 shares held directly by MSIL on June 1, 2006.
- (9) Includes 6,172,360 shares of Common Stock held directly by MSCG and 32,902 shares held directly by MSIL on June 1, 2006.
- (10) Includes 6,172,316 shares of Common Stock held directly by MSCG and 32,902 shares held directly by MSIL on June 1, 2006.
- (11) Includes 6,172,207 shares of Common Stock held directly by MSCG and 32,901 shares held directly by MSIL on June 1, 2006.
- (12) Includes 6,172,098 shares of Common Stock held directly by MSCG and 32,900 shares held directly by MSIL on June 1, 2006.
- (13) Includes 6,172,054 shares of Common Stock held directly by MSCG and 32,900 shares held directly by MSIL on June 1, 2006.
- (14) Includes 6,172,032 shares of Common Stock held directly by MSCG and 32,900 shares held directly by MSIL on June 1, 2006.

### Remarks:

\* This is the third of three 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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