

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
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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)
				(A) or (D)	Price		
Common Stock ⁽¹⁾	03/17/2010		F	1,440	D \$ 18.49	46,269	D

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 Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORD KENNETH S 6 HUTTON CENTRE DRIVE SUITE 400 SANTA ANA, CA 92707			EVP and CFO	

Signatures

Stan A. Mortensen, Attorney-in-Fact for
Kenneth Ord

03/17/2010

**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).

Consists of shares withheld by the Issuer with respect to income taxes payable by the Reporting Person upon the vesting and delivery of (1) one-third of the shares of common stock underlying restricted stock units previously granted by the Issuer on March 17, 2008, with the vesting schedule in three equal installments on March 17, 2009, March 17, 2010 and March 17, 2011.

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. er"> 110 (1) D \$ 60.4 6,451,665 (13) I See Note (2) Common Stock, par value \$0.0105/23/2006 S 329 (1) D \$ 60.45 6,451,336 (14) I See Note (2) Common Stock, par value \$0.0105/23/2006 S 110 (1) D \$ 60.5 6,451,226 (15) I See Note (2) Common Stock, par value \$0.0105/23/2006 S 22 (1) D \$ 60.54 6,451,204 (16) I See Note (2) Common Stock, par value \$0.0105/23/2006 S 329 (1) D \$ 60.55 6,450,875 (17) I See Note (2) Common Stock, par value \$0.0105/23/2006 S 505 (1) D \$ 60.6 6,450,370 (18) I See Note (2) Common Stock, par value \$0.0105/23/2006 S 65 (1) D \$ 60.61 6,450,305 (19) I See Note (2) Common Stock, par value \$0.0105/23/2006 S 1,097 (1) D \$ 60.63 6,449,208 (20) I See Note (2) Common Stock, par value \$0.0105/23/2006 S 44 (1) D \$ 60.65 6,449,164 (21) I See Note (2) Common Stock, par value \$0.0105/23/2006 S 1,097 (1) D \$ 60.7 6,448,067 (22) I See Note (2) Common Stock, par value \$0.0105/23/2006 S 373 (1) D \$ 60.72 6,447,694 (23) I See Note (2) Common Stock, par value \$0.0105/23/2006 S 219 (1) D \$ 60.75 6,447,475 (24) I See Note (2) Common Stock, par value \$0.0105/23/2006 S 22 (1) D \$ 60.77 6,447,453 (25) I See Note (2) Common Stock, par value \$0.0105/23/2006 S 395 (1) D \$ 60.8 6,447,058 (26) I See Note (2) Common Stock, par value \$0.0105/23/2006 S 351

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(1) D \$ 60.81 6,446,707 (27) I See Note (2) Common Stock, par value \$0.0105/23/2006 S 1,075 (1) D \$ 60.83 6,445,632 (28) I See Note (2) Common Stock, par value \$0.0105/23/2006 S 44,286 (1) D \$ 60.85 6,401,346 (29) I See Note (2) Common Stock, par value \$0.0105/23/2006 S 44 (1) D \$ 60.86 6,401,302 (30) I See Note (2) Common Stock, par value \$0.0105/23/2006 S 44 (1) D \$ 60.89 6,401,258 (31) I See Note (2) Common Stock, par value \$0.0105/23/2006 S 987 (1) D \$ 60.9 6,400,271 (32) I See Note (2)

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

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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. Number of Derivative Securities Beneficially Owned (Instr. 5)
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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 6,418,362 shares of Common Stock held directly by MSCG and 34,180 shares held directly by MSIL on May 23, 2006.
 - (4) Includes 6,418,297 shares of Common Stock held directly by MSCG and 34,180 shares held directly by MSIL on May 23, 2006.
 - (5) Includes 6,418,232 shares of Common Stock held directly by MSCG and 34,180 shares held directly by MSIL on May 23, 2006.
 - (6) Includes 6,418,079 shares of Common Stock held directly by MSCG and 34,179 shares held directly by MSIL on May 23, 2006.
 - (7) Includes 6,418,035 shares of Common Stock held directly by MSCG and 34,179 shares held directly by MSIL on May 23, 2006.
 - (8) Includes 6,417,948 shares of Common Stock held directly by MSCG and 34,179 shares held directly by MSIL on May 23, 2006.
 - (9) Includes 6,417,926 shares of Common Stock held directly by MSCG and 34,179 shares held directly by MSIL on May 23, 2006.
 - (10) Includes 6,417,817 shares of Common Stock held directly by MSCG and 34,178 shares held directly by MSIL on May 23, 2006.
 - (11) Includes 6,417,708 shares of Common Stock held directly by MSCG and 34,177 shares held directly by MSIL on May 23, 2006.
 - (12) Includes 6,417,599 shares of Common Stock held directly by MSCG and 34,176 shares held directly by MSIL on May 23, 2006.
 - (13) Includes 6,417,490 shares of Common Stock held directly by MSCG and 34,175 shares held directly by MSIL on May 23, 2006.
 - (14) Includes 6,417,163 shares of Common Stock held directly by MSCG and 34,173 shares held directly by MSIL on May 23, 2006.
 - (15) Includes 6,417,054 shares of Common Stock held directly by MSCG and 34,172 shares held directly by MSIL on May 23, 2006.
 - (16) Includes 6,417,032 shares of Common Stock held directly by MSCG and 34,172 shares held directly by MSIL on May 23, 2006.
 - (17) Includes 6,416,705 shares of Common Stock held directly by MSCG and 34,170 shares held directly by MSIL on May 23, 2006.
 - (18) Includes 6,416,203 shares of Common Stock held directly by MSCG and 34,167 shares held directly by MSIL on May 23, 2006.
 - (19) Includes 6,416,138 shares of Common Stock held directly by MSCG and 34,167 shares held directly by MSIL on May 23, 2006.
 - (20) Includes 6,415,047 shares of Common Stock held directly by MSCG and 34,161 shares held directly by MSIL on May 23, 2006.
 - (21) Includes 6,415,003 shares of Common Stock held directly by MSCG and 34,161 shares held directly by MSIL on May 23, 2006.
 - (22) Includes 6,413,912 shares of Common Stock held directly by MSCG and 34,155 shares held directly by MSIL on May 23, 2006.
 - (23) Includes 6,413,541 shares of Common Stock held directly by MSCG and 34,153 shares held directly by MSIL on May 23, 2006.
 - (24) Includes 6,413,323 shares of Common Stock held directly by MSCG and 34,152 shares held directly by MSIL on May 23, 2006.
 - (25) Includes 6,413,301 shares of Common Stock held directly by MSCG and 34,152 shares held directly by MSIL on May 23, 2006.
 - (26) Includes 6,412,908 shares of Common Stock held directly by MSCG and 34,150 shares held directly by MSIL on May 23, 2006.
 - (27) Includes 6,412,559 shares of Common Stock held directly by MSCG and 34,148 shares held directly by MSIL on May 23, 2006.
 - (28) Includes 6,411,490 shares of Common Stock held directly by MSCG and 34,142 shares held directly by MSIL on May 23, 2006.
 - (29) Includes 6,367,420 shares of Common Stock held directly by MSCG and 33,926 shares held directly by MSIL on May 23, 2006.
 - (30) Includes 6,367,376 shares of Common Stock held directly by MSCG and 33,926 shares held directly by MSIL on May 23, 2006.
 - (31) Includes 6,367,332 shares of Common Stock held directly by MSCG and 33,926 shares held directly by MSIL on May 23, 2006.
 - (32) Includes 6,366,350 shares of Common Stock held directly by MSCG and 33,921 shares held directly by MSIL on May 23, 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

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("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 first of five forms being filed by the Reporting Person.

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