

INTERCONTINENTALEXCHANGE INC
 Form 3
 November 21, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â MORGAN STANLEY | | (Month/Day/Year) | INTERCONTINENTALEXCHANGE INC [ICE] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 1585 BROADWAY | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| NEW YORK, Â NY Â 10036 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common Stock, par value 0.01 per share | 1,395,395 | I | See Note <u>(2)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | | | | |
|----------------------|-----|----------|-------|--------------|-----------|------------|----------------|
| | | | | Shares | | (I) | |
| | | | | | | (Instr. 5) | |
| Class A Common Stock | (1) | Â (2)(3) | Â (5) | Common Stock | 6,452,564 | \$ (2) | I See Note (2) |
| | | | | | (2) (4) | | |

Reporting Owners

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

Signatures

| | |
|--|------------|
| Robert Koppenol authorized signatory of Morgan Stanley | 11/21/2005 |
| __Signature of Reporting Person | Date |
| Nancy A. King authorized signatory of Morgan Stanley Capital Group Inc. | 11/21/2005 |
| __Signature of Reporting Person | Date |
| Colin Bryce authorized signatory of Morgan Stanley & Co. International Limited | 11/21/2005 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The Class A Common Stock, Series 1, of the Issuer ("Class A1 Common Stock") and Class A Common Stock, Series 2, of the Issuer ("Class A2 Common Stock") are referred to collectively as "Class A Common Stock." All numbers of shares of Class A Common Stock reported herein assume the completion of the 1 for 4 reverse stock split of shares of Class A Common Stock in the Recapitalization.
- (2) Prior to the initial public offering of the Issuer ("IPO"), Morgan Stanley Capital Group Inc. ("MSCG"), a wholly-owned subsidiary of Morgan Stanley, directly owned 7,813,779 shares of Class A2 Common Stock and Morgan Stanley & Co. International Limited ("MSIL"), also a wholly-owned subsidiary of Morgan Stanley, directly owned 34,180 shares of Class A1 Common Stock. See Exhibit 99.1 - Joint Filer Information. Immediately prior to the closing of the IPO and pursuant to a recapitalization plan approved by the board of directors of the Issuer (the "Recapitalization"), MSCG converted 1,395,395 shares of Class A2 Common Stock into 1,395,395 shares of Common Stock, which were then sold in the IPO.
- (3) Shares of Class A Common Stock that are not converted and sold in the IPO may be converted at any time (i) by any holder of shares of Class A1 Common Stock (other than holders who also own shares of Class A2 Common Stock) beginning on the date 90 days after the completion of the IPO and (ii) by any holder of shares of Class A2 Common Stock beginning on the date 180 days after the completion of the IPO.
- (4) Includes 34,180 shares of Class A1 Common Stock held by MSIL.
- (5) These securities do not expire.

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.