

Porat Ruth  
Form 3  
January 08, 2010

**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 <b>and</b> Ticker or Trading Symbol	
Â Porat Ruth		(Month/Day/Year)	MORGAN STANLEY [MS]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		01/01/2010		
1585 BROADWAY			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) Chief Financial Officer	
NEW YORK,Â NYÂ 10036			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<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	504,883.75 <sup>(1)</sup>	D	Â

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)	
Employee Stock Option (Right to Buy)	Â (2)	01/02/2010	Common Stock	24,615	\$ 51.1836	D	Â
Restoration Option (Right to Buy)	Â (2)	01/02/2010	Common Stock	27,189	\$ 61.7641	D	Â
Restoration Option (Right to Buy)	Â (2)	01/02/2010	Common Stock	14,227	\$ 76.0029	D	Â
Employee Stock Option (Right to Buy)	Â (2)	12/02/2010	Common Stock	29,400	\$ 55.6085	D	Â
Employee Stock Option (Right to Buy)	Â (2)	01/02/2012	Common Stock	13,466	\$ 48.5345	D	Â
Employee Stock Option (Right to Buy)	Â (2)	01/02/2013	Common Stock	11,699	\$ 36.2209	D	Â
Employee Stock Option (Right to Buy)	Â (2)	01/02/2014	Common Stock	19,746	\$ 47.1909	D	Â
Employee Stock Option (Right to Buy)	Â (3)	12/12/2016	Common Stock	23,737	\$ 66.726	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Porat Ruth 1585 BROADWAY NEW YORK, NY 10036	Â	Â	Â Chief Financial Officer	Â

## Signatures

/s/ Charlene R. Herzer, Agent and Attorney-in-Fact  
 Date: 01/08/2010

\_\_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) Includes shares acquired through the Morgan Stanley Employee Stock Purchase Plan.
- (2) Options become exercisable upon vesting. The award is fully exercisable.
- (3) Options become exercisable upon vesting. 50% of the award vested on January 2, 2009 and 50% will vest on January 2, 2010.

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.