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CADIZ INC
Form SC 13G
January 31, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2

Under the Securities Exchange Act of 1934
(Amendment No. 8)

CADIZ INC

(Name of Issuer)
Common Stock

(Title of Class of Securities)

127537108

(CUSIP Number)

Check the following box if a fee is being paid with this statement .

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- 1. NAME OF REPORTING PERSON(S)
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON(S)

Morgan Stanley Dean Witter & Co.
IRS # 39-314-5972

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

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(a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

The state of organization is Delaware.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

| | |
|-----------------------------|-----------|
| 5. SOLE VOTING POWER | 0 |
| 6. SHARED VOTING POWER | 1,485,178 |
| 7. SOLE DISPOSITIVE POWER | 0 |
| 8. SHARED DISPOSITIVE POWER | 1,485,178 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,485,178

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.1203%

12. TYPE OF REPORTING PERSON*

IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Page 3 of 8 Pages

1. NAME OF REPORTING PERSON(S)
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON(S)

Morgan Stanley Investment Management Ltd.
IRS # 13-3040307

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

The state of organization is Delaware.

| | |
|--|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. SOLE VOTING POWER 0 |
| | 6. SHARED VOTING POWER 1,478,269 |
| | 7. SOLE DISPOSITIVE POWER 0 |
| | 8. SHARED DISPOSITIVE POWER 1,478,269 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,478,269

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.1011%

12. TYPE OF REPORTING PERSON*

IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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- Item 1. (a) Name of Issuer:
CADIZ INC
-
- (b) Address of Issuer's Principal Executive Offices:
100 WILSHIRE BLVD.
SUITE 1600
SANTA MONICA, CA 90401
-
- Item 2. (a) Name of Person Filing:
(a) Morgan Stanley Dean Witter & Co.
(b) Morgan Stanley Investment Management Ltd.
-
- (b) Address of Principal Business Office, or if None, Residence:

(a) 1585 Broadway
New York, New York 10036

(b) 1221 Avenue of the Americas
New York, New York 10020
-
- (c) Citizenship:

Incorporated by reference to Item 4 of the

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cover page pertaining to each reporting person.

(d) Title of Class of Securities:
Common Stock

(e) CUSIP Number:
127537108

- Item 3. (a) Morgan Stanley Dean Witter & Co. is a parent holding company.
- (b) Morgan Stanley Investment Management Ltd. is (e)
an Investment Adviser registered under Section 203 of the
Investment Advisers Act of 1940.

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- Item 4. Ownership.

Incorporated by reference to Items (5) - (9) and (11) of the
cover page.

- Item 5. Ownership of Five Percent or Less of a Class.

- (a) As of the date hereof, Morgan Stanley Dean Witter and Co.
has ceased to be the beneficial owner of more than five
percent of the class of securities.
- (b) As of the date hereof, Morgan Stanley Investment Management
Limited has ceased to be the beneficial owner of more than
five percent of the class of securities.

- Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Inapplicable

- Item 7. Identification and Classification of the Subsidiary which Acquired
the Security Being Reported on By the Parent Holding Company.

- Item 8. Identification and Classification of Members of the Group.

- Item 9. Notice of Dissolution of Group.

- Item 10. Certification.

By signing below I certify that, to the best of my knowledge and
belief, the securities referred to above were acquired in the
ordinary course of business and were not acquired for the purpose
of and do not have the effect of changing or influencing the
control of the issuer of such securities and were not acquired in
connection with or as a participant in any transaction having
such purpose or effect.

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Signature.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 31, 2002

Signature: /s/ Dennine Bullard

Name/Title Dennine Bullard /Vice President, Morgan Stanley & Co. Incorporated
MORGAN STANLEY DEAN WITTER & CO.

Date: January 31, 2002

Signature: /s/ Nicholas Gibson

Name/Title Nicholas Gibson /Morgan Stanley Investment Management Ltd.
MORGAN STANLEY INVESTMENT MANAGEMENT LTD.

INDEX TO EXHIBITS

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* Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

(022597DTI)

EX-99.a
JOINT FILING AGREEMENT

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EXHIBIT 1 TO SCHEDULE 13G

JANUARY 31, 2002

MORGAN STANLEY DEAN WITTER & CO. and MORGAN STANLEY INVESTMENT MANAGEMENT LTD. hereby agree that, unless

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differentiated, this Schedule 13G is filed on behalf of each of the parties.

MORGAN STANLEY DEAN WITTER & CO.

BY: /s/ Dennine Bullard

Dennine Bullard /Vice President, Morgan Stanley & Co. Incorporated

MORGAN STANLEY INVESTMENT MANAGEMENT LTD.

BY: /s/ Nicholas Gibson

Nicholas Gibson /Morgan Stanley Investment Management Ltd.

* Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

EX-99.b
SECRETARY'S CERTIFICATE

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EXHIBIT 2

MORGAN STANLEY, DEAN WITTER, DISCOVER & CO.

SECRETARY'S CERTIFICATE

I, Charlene R. Herzer, a duly elected and Assistant Secretary of Morgan Stanley Dean Witter & Co., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), certify that Stuart J.M. Breslow, Robert G. Koppenol and Dennine Bullard are authorized to sign reports to be filed under Sections 13 and 16 of the Securities Exchange Act of 1934 (the "Act") pursuant to the following:

- (1) On May 31, 1997, the Board of Directors of the Corporation granted authority to Stuart J.M. Breslow and Robert G. Koppenol to sign reports to be filed under Sections 13 and 16 of the Act on behalf of the Corporation.
- (2) On February 23, 2000, Donald G. Kempf, Jr., the Executive Vice President, Chief Legal Officer and Secretary of the Corporation, delegated authority to Dennine Bullard to sign reports to be filed under Sections 13 and 16 of the Act on behalf of the Corporation. Pursuant to Section 7.01 of the Bylaws of the Corporation and resolutions approved by the Board of Directors of the Corporation on September 25, 1998, the Chief Legal Officer is authorized to enter into agreements and other instruments on behalf of the Corporation and may delegate such powers to others

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under his jurisdiction.

IN WITNESS WHEREOF, I have hereunto set my name and affixed the seal
of the Corporation as of the 1st day of March, 2000.

Charlene R. Herzer
Assistant Secretary