

TRANS WORLD ENTERTAINMENT CORP
Form SC 13G/A
February 16, 2005

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. 1)

TRANS WORLD ENTERTAINMENT CORP

(Name of Issuer)
Common Stock

(Title of Class of Securities)

89336Q100

(CUSIP Number)

December 31, 2004

(Date Of Event which Requires Filing of this Statement)

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).

CUSIP No. 89336Q100

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

Morgan Stanley
IRS # 39-314-5972

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

(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
3,451,962

6. SHARED VOTING POWER

7. SOLE DISPOSITIVE POWER
3,451,962

8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,451,962

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

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

10.3%

12. TYPE OF REPORTING PERSON*

IA, CO, HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Van Kampen Asset Management Inc.
IRS # 13-5130700

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 3,451,962
	6. SHARED VOTING POWER
	7. SOLE DISPOSITIVE POWER 3,451,962
	8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,451,962

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

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

10.3%

12. TYPE OF REPORTING PERSON*

IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1. (a) Name of Issuer:
TRANS WORLD ENTERTAINMENT CORP

(b) Address of Issuer's Principal Executive Offices:
38 CORPORATE CIRCLE
ALBANY, NY 12203

Item 2. (a) Name of Person Filing:
(a) Morgan Stanley
(b) Van Kampen Asset Management Inc.

(b) Address of Principal Business Office, or if None, Residence:
(a) 1585 Broadway
New York, New York 10036

(b) One Parkview Plaza
Oakbrook Terrace, IL 60181

(c) Citizenship:
Incorporated by reference to Item 4 of the cover page
pertaining to each reporting person.

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(d) Title of Class of Securities:
Common Stock

(e) CUSIP Number:
89336Q100

Item 3. (a) Morgan Stanley is a parent holding company.

(b) Van Kampen Asset Management Inc. is 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.

(a) Morgan Stanley is filing solely in its capacity as the
parent company of, and indirect beneficial owner of
securities held by, one of its business units.

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

Inapplicable

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.

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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: February 15, 2005

Signature: /s/ Dennine Bullard

Name/Title Dennine Bullard /Executive Director, Morgan Stanley & Co. Inc.
MORGAN STANLEY

Date: February 15, 2005

Signature: /s/ Carsten Otto

Name/Title Carsten Otto /Executive Director, Morgan Stanley Investment
Management Inc.
VAN KAMPEN ASSET MANAGEMENT INC.

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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

FEBRUARY 15, 2005

MORGAN STANLEY and VAN KAMPEN ASSET MANAGEMENT INC.

hereby agree that, unless differentiated,

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

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MORGAN STANLEY
BY: /s/ Dennine Bullard

Dennine Bullard /Executive Director, Morgan Stanley & Co. Inc.

VAN KAMPEN ASSET MANAGEMENT INC.

BY: /s/ Carsten Otto

Carsten Otto /Executive Director, Morgan Stanley Investment
Management Inc.

* 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

SECRETARY'S CERTIFICATE

I, Charlene R. Herzer, a duly elected and acting Assistant Secretary of Morgan Stanley, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), certify as follows:

- (1) Donald G. Kempf, Jr. is the duly elected Executive Vice President, Chief Legal Officer and Secretary of the Corporation;
- (2) 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 under his jurisdiction; and
- (3) Donald G. Kempf signed a Delegation of Authority as of February 23, 2000, which authorized Dennine Bullard to sign reports to be filed under Section 13 and 16 of the Securities Exchange Act of 1934 on behalf of the Corporation. Such authorization is in full force and effect as of this date.

IN WITNESS WHEREOF, I have hereunto set my name and affixed the seal of the Corporation as of the 3rd day of February, 2005.

Charlene R. Herzer
Assistant Secretary