

MORGAN STANLEY  
Form 3  
December 17, 2004

**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 BRENNAN EDWARD A		(Month/Day/Year)	MORGAN STANLEY [MWD]	
(Last)	(First)	(Middle)	12/13/2004	
MORGAN STANLEY,Â 1585 BROADWAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)				
NEW YORK,Â NYÂ 10036		(Check all applicable)		
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(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	175,869	I	By Trust
Common Stock	6,244	I	By IRA
Common Stock	23,301	I	By Spouse

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	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial
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	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
Non-Qualified Stock Option (Right To Buy)	05/19/1996 <sup>(1)</sup>	05/18/2005	Common Stock	8,000	\$ 11.69	D	Â
Non-Qualified Stock Option (Right To Buy)	04/19/1997 <sup>(1)</sup>	04/18/2006	Common Stock	8,000	\$ 13.35	D	Â
Non-Qualified Stock Option (Right To Buy)	05/28/1997	05/27/2007	Common Stock	8,000	\$ 20	D	Â
Non-Qualified Stock Option (Right To Buy)	09/25/1998	03/23/2008	Common Stock	8,000	\$ 38.35	D	Â
Non-Qualified Stock Option (Right To Buy)	10/25/1998	04/23/2008	Common Stock	2,684	\$ 39.1	D	Â
Non-Qualified Stock Option (Right To Buy)	10/08/1999	04/08/2009	Common Stock	9,882	\$ 55.75	D	Â
Non-Qualified Stock Option (Right To Buy)	10/07/2000	04/06/2010	Common Stock	9,230	\$ 85.31	D	Â
Non-Qualified Stock Option (Right To Buy)	09/22/2001	03/22/2011	Common Stock	9,971	\$ 53.25	D	Â
Non-Qualified Stock Option (Right To Buy)	09/19/2002	03/19/2012	Common Stock	9,814	\$ 57.88	D	Â
Non-Qualified Stock Option (Right To Buy)	10/10/2003	04/11/2013	Common Stock	10,527	\$ 41.54	D	Â

## Reporting Owners

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

## Signatures

s/ Edward A.  
Brennan

12/13/2004

\*\*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) Initial vesting date of ratably vested stock options, all of which are presently exercisable.

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.