

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 and 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) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | (Street) | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| NEW YORK,Â NYÂ 10036 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | Chief Financial Officer | |

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 ⁽¹⁾ | 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 | Title | Amount or Number of | Security | |

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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

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.