

MORGAN STANLEY
Form 4
January 29, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
ROSENTHAL JAMES A

(Last) (First) (Middle)

C/O MORGAN STANLEY, 1585 BROADWAY

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MORGAN STANLEY [MS]

3. Date of Earliest Transaction (Month/Day/Year)
01/27/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/27/2014		F ⁽¹⁾	38,883 D \$ 30.035	251,732.725	D	
Common Stock	01/27/2014		G ⁽²⁾	42,603 D \$ 0	209,129.725	D	
Common Stock	01/28/2014		A ⁽³⁾	24,046 A \$ 0	233,174.975	D	
Common Stock	01/28/2014		F ⁽⁴⁾	34,622 D \$ 29.985	198,552.975	D	
Common Stock	01/28/2014		G ⁽²⁾	29,069 D \$ 0	169,483.975	D	

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- (1) Shares withheld to satisfy taxes upon the conversion of Restricted Stock Units ("RSUs") granted on January 20, 2012.
- (2) The Reporting Person contributed shares to his revocable trust.
- (3) Shares earned based on the Company's achievement of certain pre-established performance criteria in accordance with the terms of Performance Stock Units ("PSUs") awarded on January 21, 2011 as part of 2010 year-end compensation.
- (4) Shares withheld to satisfy taxes upon the conversion of (a) PSUs awarded on January 21, 2011 and earned on January 28, 2014 as described in footnote (3) and (b) RSUs granted on January 21, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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