MORGAN STANLEY

Form 4

January 22, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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0.5

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Check this box

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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Add ROSENTHA	•	_	2. Issuer Name and Ticker or Trading Symbol MORGAN STANLEY [MS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	t) (First) (Middle) 3. Date of Earliest Tran		3. Date of Earliest Transaction	(Check an applicable)			
			(Month/Day/Year)	Director 10% Owner			
C/O MORGAN STANLEY, 1585 BROADWAY (Street)			01/20/2016	X Officer (give title Other (specify below)			
				Chief Operating Officer			
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
NEW YORK, NY 10036				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transactionor Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Code Beneficially Form: Beneficial Ownership (Month/Day/Year) (Instr. 8) Owned Direct (D) Following or Indirect (Instr. 4) Reported (I) (A)

		Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)
Common Stock	01/20/2016	A(1)	69,530.74	A	\$0	191,410.924	D
Common Stock	01/20/2016	F(2)	9,434	D	\$ 26.26	181,976.592	D
Common Stock	01/20/2016	G(3) V	13,143	D	\$0	168,833.592	D

Stock	01,20,2010	_ .	15,1 .5	 Ψΰ	100,000.002		
Common Stock					148,527	I	By Revocable Trust
Common Stock					565.784	I	By 401(k) Plan

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amoun	nt of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	
	Derivative				Securities			(Instr. 3	3 and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or Name le con		
						Exercisable	sable Date		Number		
				C-1- 1	7. (A) (D)				of		
				Code V	I (A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROSENTHAL JAMES A C/O MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036

Chief Operating Officer

Signatures

/s/ Martin M. Cohen, Attorney-in-Fact

01/22/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) Restricted Stock Units granted in 2016 as part of 2015 year-end compensation, which are convertible to shares of Common Stock at a ratio of 1 to 1.
- (2) Shares withheld to satisfy taxes upon the conversion of Restricted Stock Units granted on January 21, 2014.
- (3) The Reporting Person contributed shares to his revocable trust.

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.

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