

MORGAN STANLEY  
Form 3  
May 20, 2005

**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)

|   |   |  |  |   |   |
|---|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â JOHANSSON JERKER M</p> <p>(Last) (First) (Middle)</p> <p>MORGAN STANLEY,Â 1585 BROADWAY</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10036</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/16/2005</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MORGAN STANLEY [MWD]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/><input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other<br/>(give title below) (specify below)<br/>Business Unit Head</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|--|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 280,450  | D   | Â  |
| Common Stock                       | 2,975.747  | I   | By 401(k) Plan/ESOP Trust                                |
| Common Stock                       | 1,011  | I   | By MS UK Profit Sharing Plan                             |
| Common Stock                       | 62   | I   | By MS UK Profit Sharing Scheme                           |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |  |  |   |
| Employee Stock Option<br>(Right to Buy)       | Â (1)  | 01/02/2008         | Common<br>Stock  | 35,454                           | \$ 26.92   | D  | Â   |
| Employee Stock Option<br>(Right to Buy)       | Â (2)  | 01/02/2009         | Common<br>Stock  | 33,938                           | \$ 35.65   | D  | Â   |
| Employee Stock Option<br>(Right to Buy)       | Â (3)  | 12/02/2009         | Common<br>Stock  | 20,848                           | \$ 60.14   | D  | Â   |
| Employee Stock Option<br>(Right to Buy)       | Â (4)  | 01/02/2010         | Common<br>Stock  | 67,712                           | \$ 60.14   | D  | Â   |
| Employee Stock Option<br>(Right to Buy)       | Â (5)  | 12/02/2010         | Common<br>Stock  | 28,004                           | \$ 65.34   | D  | Â   |
| Employee Stock Option<br>(Right to Buy)       | Â (5)  | 01/02/2011         | Common<br>Stock  | 14,000                           | \$ 65.34   | D  | Â   |
| Employee Stock Option<br>(Right to Buy)       | Â (6)  | 12/02/2011         | Common<br>Stock  | 44,261                           | \$ 57.03   | D  | Â   |
| Employee Stock Option<br>(Right to Buy)       | Â (6)  | 01/02/2012         | Common<br>Stock  | 13,013                           | \$ 57.03   | D  | Â   |
| Employee Stock Option<br>(Right to Buy)       | Â (7)  | 12/02/2012         | Common<br>Stock  | 25,409                           | \$ 42.56   | D  | Â   |
| Employee Stock Option<br>(Right to Buy)       | Â (7)  | 01/02/2013         | Common<br>Stock  | 8,904                            | \$ 42.56   | D  | Â   |
| Employee Stock Option<br>(Right to Buy)       | Â (8)  | 12/02/2013         | Common<br>Stock  | 32,104                           | \$ 55.45   | D  | Â   |
| Employee Stock Option<br>(Right to Buy)       | Â (8)  | 01/02/2014         | Common<br>Stock  | 9,145                            | \$ 55.45   | D  | Â   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                    |
|---|---------------|-----------|---------|--------------------|
|   | Director      | 10% Owner | Officer | Other              |
| JOHANSSON JERKER M<br>MORGAN STANLEY<br>1585 BROADWAY<br>NEW YORK, NY 10036 | Â             | Â         | Â       | Business Unit Head |

## Signatures

/s/ Jerker M.  
Johansson

05/18/2005

\_\_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) Options become exercisable upon vesting. The award is fully exercisable: 75% of the award vested on January 2, 1998 and the remaining 25% vested ratably each year on January 2 over the next five years.
- (2) Options become exercisable upon vesting. The award is fully exercisable: 75% of the award vested on January 2, 1999 and the remaining 25% vested ratably each year on January 2 over the next five years.
- (3) Options become exercisable upon vesting. The award is fully exercisable: 75% of the award vested on January 2, 2000 and the remaining 25% vested on January 2, 2005.
- (4) Options become exercisable upon vesting. The award is fully exercisable. 7,712 options vested as follows: 75% of the award vested on January 2, 2000 and the remaining 25% vested on January 2, 2005. 60,000 options vested at a rate of 25% each year on January 2 over four years beginning January 2, 2001.
- (5) Options become exercisable upon vesting. The award is fully exercisable: 100% of the award vested on January 2, 2003.
- (6) Options become exercisable upon vesting. The award is fully exercisable: 100% of the award vested on January 2, 2004.
- (7) Options become exercisable upon vesting. The award is fully exercisable: 100% of the award vested on January 2, 2005.
- (8) Options become exercisable upon vesting. 50% of the award will vest on January 2, 2006 and 50% will vest on January 2, 2007.

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.