BOSTOCK ROY J

Form 4 May 17, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 Filed pu Section 17

See Instruction

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)

1. Name and ABOSTOCK	g Person *	2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
			MORGAN STANLEY [MS]				(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	of Earliest T	ransaction					
			(Month/	Day/Year)			_X_ Director	10%	Owner	
C/O MORGAN STANLEY, 1585 BROADWAY			05/15/2	2012		i	Officer (give tit below)	below)	r (specify	
	(Street)		4. If Am	endment, D	ate Original		6. Individual or Joir	nt/Group Filing	g(Check	
			Filed(Mo	nth/Day/Yea	r)		Applicable Line) _X_ Form filed by On	e Reporting Per	rson	
NEW YOR	K, NY 10036						Form filed by Mo Person	re than One Rep	porting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative Securities A	cqu	ired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security	2. Transaction Dat (Month/Day/Year)			3. Transactio	4. Securities Acquired our Disposed of (D)	(A)	5. Amount of Securities	6. Ownership	7. Nature Indirect	

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) iomr Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock	05/15/2012		A <u>(1)</u>	17,499.773	A	\$0	95,420.904	D	
Common Stock							1,775	I	By Spouse

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

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SEC 1474

(9-02)

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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		4. T	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amour	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. :	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(=====
					4, and 5)						
					4, and 3)						
									Amount		
						D.	Б		or		
						Date	Expiration	Title 1	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
r g	Director	10% Owner	Officer	Other				
BOSTOCK ROY J								
C/O MORGAN STANLEY	X							
1585 BROADWAY	Λ							
NEW YORK, NY 10036								

Signatures

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

05/17/2012

**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 under the Morgan Stanley Directors' Equity Capital Accumulation Plan, which are convertible into shares of Common Stock at a ratio of 1 to 1.

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