#### Edgar Filing: GROSSMAN ERIC F - Form 4

GROSSMAN ER	IC F									
Form 4										
January 24, 2013										
FORM 4			an aru						PPROVAL	
	UNITED	STATES		RITIES A shington			COMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								January 31, 2005 average irs per . 0.5	
Form 5 obligations may continue. See Instruction 1(b). 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 Respon	nses)									
1. Name and Address of Reporting Person <u>*</u> GROSSMAN ERIC F			Symbol	er Name <b>and</b> AN STA		-	5. Relationship of Reporting Person(s) to Issuer			
(Last) (	Middle)		of Earliest T	_	-	(Check all applicable)				
(Last) (First) (Middle) C/O MORGAN STANLEY, 1585 BROADWAY			(Month/Day/Year) 01/22/2013				Director 10% Owner X_ Officer (give title Other (specify below) below) Chief Legal Officer			
(	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)				1	<ul><li>6. Individual or Joint/Group Filing(Check</li><li>Applicable Line)</li><li>_X_ Form filed by One Reporting Person</li></ul>				
NEW YORK, N	Y 10036						Form filed by Person	More than One R	eporting	
(City) (	State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	insaction Date th/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securiti nAcquired Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
		c 1 1	c	Code V		(D) Price	(Instr. 3 and 4)			
Reminder: Report on	a separate line	for each cl	ass of sec	urities bene	-	-	-	ation of	TEC 1474	
					inform requir	nation cont ed to respo ys a curre	spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

 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. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 22.98	01/22/2013		А		337,070		<u>(1)</u>	01/22/2018	Common Stock	337,07

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
GROSSMAN ERIC F C/O MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036			Chief Legal Officer					
Signatures								

### /s/ Martin M. Cohen, Attorney-in-Fact 01/24/2013

<u>\*\*Signature of Reporting Person</u>

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) The Black-Scholes value of the Stock Option award is \$1,825,000. Options will vest and become exercisable in three equal annual installments beginning on January 27, 2014.

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.