Porat Ruth
Form 3
January 08, 2010

FORM 3

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

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

OMB APPROVAL	
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Â Porat Ruth
(Last) (First) (Middle)

1585 BROADWAY
(Street)

NEW YORK,Â NYÂ 10036
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
01/01/2010

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Financial Officer

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

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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	504,883.75 (1)	D	Â

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)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of			

				Shares		(I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (2)	01/02/2010	Common Stock	24,615	$ 51.1836	D	Â
Restoration Option (Right to Buy)	Â (2)	01/02/2010	Common Stock	27,189	$ 61.7641	D	Â
Restoration Option (Right to Buy)	Â (2)	01/02/2010	Common Stock	14,227	$ 76.0029	D	Â
Employee Stock Option (Right to Buy)	Â (2)	12/02/2010	Common Stock	29,400	$ 55.6085	D	Â
Employee Stock Option (Right to Buy)	Â (2)	01/02/2012	Common Stock	13,466	$ 48.5345	D	Â
Employee Stock Option (Right to Buy)	Â (2)	01/02/2013	Common Stock	11,699	$ 36.2209	D	Â
Employee Stock Option (Right to Buy)	Â (2)	01/02/2014	Common Stock	19,746	$ 47.1909	D	Â
Employee Stock Option (Right to Buy)	Â (3)	12/12/2016	Common Stock	23,737	$ 66.726	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Porat Ruth 1585 BROADWAY NEW YORK,Â NYÂ 10036	Â	Â	Â Chief Financial Officer	Â

Signatures

/s/ Charlene R. Herzer, Agent and Attorney-in-Fact	01/08/2010
**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) Includes shares acquired through the Morgan Stanley Employee Stock Purchase Plan.

(2) Options become exercisable upon vesting. The award is fully exercisable.

(3) Options become exercisable upon vesting. 50% of the award vested on January 2, 2009 and 50% will vest on January 2, 2010.

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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