

RAMCO GERSHENSON PROPERTIES TRUST
Form SC 13D/A
May 23, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
RULE 13D-101

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13D-1(A) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13D-2(A)
(AMENDMENT NO. 2) [1]

Ramco-Gershenson Properties Trust

(Name of Issuer)

Common Shares of Beneficial Interest,
par value \$0.01 per share

(Title of Class of Securities)

75145220

(CUSIP Number)

Christopher L. O'Dell
Morgan Stanley
1221 Avenue of the Americas
New York, New York 10020
(212) 761-4000

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

May 20, 2002

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this statement because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(page 1 of 12 pages)

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1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 75145220

SCHEDULE 13D

PAGE 2 OF 12

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Morgan Stanley Dean Witter & Co.
36-3145972

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (d) or 2 (e)
N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION
The state of organization is Delaware.

7 SOLE VOTING POWER
0
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER
7,400

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
7,400

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,400

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
00.104%

14 TYPE OF REPORTING PERSON*
CO, HC

* See Instructions Before Filling Out!

CUSIP NO. 75145220

SCHEDULE 13D

PAGE 3 OF 12

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Morgan Stanley Investment Management Inc.
13-3040307

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
The state of organization is Delaware.

	7	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		7,400
	9	SOLE DISPOSITIVE POWER
		0

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10 SHARED DISPOSITIVE POWER
 7,400

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 7,400

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
_

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 00.104%

14 TYPE OF REPORTING PERSON*
 IA, CO

* See Instructions Before Filling Out!

CUSIP NO. 75145220

SCHEDULE 13D

PAGE 4 OF 12

1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 MS Real Estate Special Situations, Inc.
 13-3962641

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a) |_ | (b) |X |

3 SEC USE ONLY

4 SOURCE OF FUNDS*
 N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
 2(d) or 2(e)
_

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 The state of organization is Delaware.

7 SOLE VOTING POWER
 0
NUMBER OF
SHARES

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0%

14 TYPE OF REPORTING PERSON*
IA, CO

* See Instructions Before Filling Out!

CUSIP NO. 75145220

SCHEDULE 13D

PAGE 5 OF 12

ITEM 1. SECURITY AND ISSUER.

This Amendment No. 2 to Schedule 13D amends and supplements the Schedule 13D Amendment No. 1 dated March 19, 2002 which was filed with the Securities and Exchange Commission ("SEC") on behalf of Morgan Stanley Dean Witter & Co. ("MSDW"), Morgan Stanley Investment Management Inc. ("MSIM") and MS Real Estate Special Situations, Inc. ("MSRESSI"). This Amendment No. 2 reflects the transaction described in Item 4 below, as it relates to MSDW, MSIM and MSRESSI (MSRESSI, together with MSDW and MSIM, the "Reporting Persons").

The class of equity securities to which this statement relates is the common shares of beneficial interest, \$.01 par value per share ("Common Shares"), of Ramco-Gershenson Properties Trust, a Maryland real estate investment trust (together with its predecessors, the "Issuer"). The principal executive offices of the Issuer are located at 27600 Northwestern Highway, Suite 200, Southfield, Michigan.

ITEM 2. IDENTITY AND BACKGROUND

Item 2 is hereby amended and supplemented by adding the following:

(a) This Schedule 13D is being filed jointly on behalf of the following persons (collectively, the "Reporting Persons"):

- (1) Morgan Stanley Dean Witter & Co., a Delaware corporation;

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- (2) Morgan Stanley Investment Management Inc., a Delaware corporation; and
- (3) MS Real Estate Special Situations, Inc., a Delaware corporation.

(c) Set forth in Schedule A is the name, citizenship, business or residence address and present principal occupation or employment, as well as the name and address of any corporation or other organization in which such occupation or employment is conducted, of each of the directors and executive officers of MSDW, as of the date hereof.

Set forth in Schedule B is the name, citizenship, business or residence address and present principal occupation or employment, as well as the name, principal business and address of any corporation or other organization in which such occupation or employment is conducted, of each of the directors and executive officers of MSIM, as of the date hereof.

Set forth in Schedule C is the name, citizenship, business or residence address and present principal occupation or employment, as well as the name, principal business and

CUSIP NO. 75145220

SCHEDULE 13D

PAGE 6 OF 12

address of any corporation or other organization in which such occupation or employment is conducted, of each of the directors and executive officers of MSRESSI, as of the date hereof.

(d) None of the Reporting Persons, nor, to the knowledge of the Reporting Persons, any of the other persons listed on Schedules A, B and C attached hereto, has been convicted in a criminal proceeding in the past five years (excluding traffic violations or similar misdemeanors).

(e) During the past five years, none of the Reporting Persons, nor, to the knowledge of the Reporting Persons, any of the other persons listed on Schedules A, B and C attached hereto, was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. ITEM

ITEM 4. PURPOSE OF TRANSACTION.

Item 4 is hereby amended and supplemented by adding the following:

(a) The purpose of this filing is to report that the Reporting Persons have ceased to be beneficial owners of more than 5% of the Common Shares. On March 14, 2002 the Issuer, MSRESSI and the selling shareholders entered into a Stock Redemption Agreement ("Agreement") by which the Issuer would redeem from MSRESSI and the other selling shareholders 1,200,000 shares of Series A Convertible Preferred Shares ("Preferred Shares"), par value \$0.01 per share (representing 1,714,286 Common Shares) for \$22.1429 per share, subject to market price adjustments and other conditions described in the Agreement attached as Exhibit 7. On May 20, 2002, the selling shareholders tendered shares certificates representing 1,200,000 Preferred Shares to the Issuer in exchange for payment in full therefor, \$26,571,428.57 in the aggregate. As a consequence, as of May 20, 2002, MSDW, MSIM and MSRESSI ceased to be reporting Persons for the purpose of Rule 13d-1.

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Except as described above, as of the date of this Amendment No. 2 to Schedule 13D, the Reporting Persons have no present plans or proposals of a type requiring disclosure under Item 4 of Schedule 13D.

MSDW is filing solely in its capacity as parent company and indirect beneficial owner of securities held by its business units.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended and supplemented by adding the following:

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CUSIP NO. 75145220	SCHEDULE 13D	PAGE 7 OF 12
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As of the date of this filing, MSDW and MSRESSI, for the purpose of Rule 13d-3 promulgated under the Exchange Act, beneficially own 7,400 Common Shares representing approximately 00.104% of the outstanding Shares (based on 7,088,926 Common Shares reported by the Company as outstanding on March 13, 2002 in its report on Form 10-K for the fiscal year ended December 31, 2001);

The response to Item 4 is incorporated herein by reference.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Item 6 is hereby amended and supplemented by adding the following:

The response to Item 4 is incorporated herein by reference.

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CUSIP NO. 75145220	SCHEDULE 13D	PAGE 8 OF 12
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SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 23, 2002

MORGAN STANLEY DEAN WITTER & CO.

By: /s/ Peter R. Vogelsang

 Peter R. Vogelsang
 Authorized Signatory

MORGAN STANLEY INVESTMENT MANAGEMENT INC.

By: /s/ Richard A. Schultz

 Richard A. Schultz
 Authorized Signatory

MS REAL ESTATE SPECIAL SITUATIONS, INC.

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By: /s/ Richard A. Schultz

 Richard A. Schultz
 Vice President

SCHEDULE A

EXECUTIVE OFFICERS AND DIRECTORS OF
 MORGAN STANLEY DEAN WITTER & CO.

The names of the Directors and the names and titles of the Executive Officers of Morgan Stanley Dean Witter & Co. ("MSDW") and their business addresses and principal occupations are set forth below. If no address is given, the Director's or Executive Officer's business address is that of MSDW at 1585 Broadway, New York, New York 10036. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to MSDW and each individual is a United States citizen.

NAME	PRESENT PRINCIPAL OCCUPATION

* Philip J. Purcell	Chairman of the Board and Chief Executive Officer
* Robert G. Scott	President and Chief Operating Officer
* Robert P. Bauman Invensys plc Invensys House, Carlisle Place London SW1P 1BX, ENGLAND	Retired; former Chief Executive Officer of SmithKline Beecham plc
* Edward A. Brennan 400 North Michigan Avenue, Suite 400 Chicago, IL 60611	Retired; former Chairman of the Board, President and Chief Executive Officer of Sears, Roebuck and Co.
* John E. Jacob Anheuser-Busch Companies, Inc. One Busch Place St. Louis, MO 63118	Executive Vice President and Chief Communication Officer of Anheuser-Busch Companies, Inc.
* C. Robert Kidder Borden, Inc. 180 East Broad St. Columbus, OH 43215	Chairman of the Board and Chief Executive Officer of Borden, Inc.
* Charles F. Knight Emerson Electric Co. 8000 West Florissant St. Louis, MO 63136	Chairman of Emerson Electric Co.
* John W. Madigan Tribune Company 435 North Michigan Avenue, Suite 2300 Chicago, IL 60611	Chairman, President and Chief Executive Officer of Tribune Company

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SCHEDULE A

NAME	PRESENT PRINCIPAL OCCUPATION
* Miles L. Marsh W.H. Clark & Associates 20 S. Clark St, Suite 2222 Chicago, IL 60603	Former Chairman of the Board and Chief Executive Officer of Fort James Corporation
* Michael A. Miles 1350 Lake Road Lake Forest, IL 60045	Special Limited Partner of Forstmann Little and Co.
* Laura D'Andrea Tyson London Business School Sussex Place, Regents Park London NW1 4SA, England	Dean of the London Business School
Stephen S. Crawford	Executive Vice President and Chief Financial Officer
Roger C. Hochschild	Executive Vice President and Chief Strategic and Administrative Officer
Donald G. Kempf, Jr.	Executive Vice President, Chief Legal Officer & Secretary
Tarek F. Abdel-Meguid	Head of Worldwide Investment Banking
Zoe Cruz	Head of Worldwide Fixed Income Division
John P. Havens	Head of Worldwide Institutional Equities Group
Mitchell M. Merin	President and COO, Asset Management
David W. Nelms	President and COO, Discover Financial Services
Stephan F. Newhouse	Co-President and COO, Institutional Securities Group
Vikram S. Pandit	Co-President and COO, Institutional Securities Group
Joseph R. Perella	Chairman of Institutional Securities Group
John H. Schaefer	President and COO, Individual Investor Group
* Director	

SCHEDULE B

EXECUTIVE OFFICERS AND DIRECTORS OF
MORGAN STANLEY INVESTMENT MANAGEMENT INC.

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The names of the Directors and the names and titles of the Executive Officers of Morgan Stanley Investment Management Inc. ("MSIM") and their business addresses and principal occupations are set forth below. If no address is given, the Director's or Executive Officer's business address is that of MSIM at 1221 Avenue of the Americas, New York, New York 10020. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to MSIM and each individual is a United States citizen.

NAME	PRESENT PRINCIPAL OCCUPATION
* Barton M. Biggs	Chairman and Managing Director
* Mitchell M. Merin	President & Managing Director
Joseph J. McAlinden	Chief Investment Officer
Rajesh K. Gupta	Chief Administrative Officer--Investments
Ronald E. Robison	Chief Operations Officer and Managing Director
Arthur J. Lev	General Counsel, Principal and Secretary
Alexander C. Frank	Treasurer
* Director	

SCHEDULE C

EXECUTIVE OFFICERS AND DIRECTORS OF MS REAL ESTATE SPECIAL SITUATIONS, INC.

The names of the Directors and the names and titles of the Executive Officers of MS Real Estate Special Situations, Inc. ("MSRESSI") and their business addresses and principal occupations are set forth below. If no address is given, the Director's or Executive Officer's business address is that of MSRESSI at 1585 Broadway, New York, New York 10036. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to MSRESSI and each individual is a United States citizen.

NAME	PRESENT PRINCIPAL OCCUPATION
* Owen D. Thomas	Chairman of the Board of MSRESSI and Managing Director of Morgan Stanley & Co. Incorporated
* John Timothy Morris	President of MSRESSI and Managing Director of Morgan Stanley & Co. Incorporated
Michael E. Foster	Vice President of MSRESSI and Managing Director of Morgan Stanley & Co. Incorporated
Jeffrey K. Gronning	Vice President of MSRESSI and Executive Director of Morgan Stanley & Co.

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Incorporated

Richard A. Schultz

Vice President of MSRESSI and Morgan
Stanley & Co. Incorporated

Christopher L. O'Dell

Vice President and Secretary of MSRESSI
and Vice President of Morgan Stanley &
Co. Incorporated

* Director