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)

1. Name and Address of Reporting Person *
Â MORRISON ALASDAIR G
(Last) (First) (Middle)

MORGAN STANLEY,Â 1585 BROADWAY
(Street)

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

2. Date of Event Requiring Statement (Month/Day/Year)
05/16/2005

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

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

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 | 63,059 | 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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|---|---|
| | | Title | | | |

| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---|---|---|---|---|---|---|---|
| Employee Stock Option (Right to Buy) | Â (1) | 01/02/2011 | Common Stock | 1,981 | $ 65.34 | D | Â |
| Employee Stock Option (Right to Buy) | Â (2) | 01/02/2012 | Common Stock | 15,638 | $ 57.03 | D | Â |
| Employee Stock Option (Right to Buy) | Â (3) | 01/02/2013 | Common Stock | 20,955 | $ 42.56 | D | Â |
| Employee Stock Option (Right to Buy) | Â (4) | 01/02/2014 | Common Stock | 23,181 | $ 55.45 | D | Â |
| Employee Stock Option (Right to Buy) | Â (5) | 01/02/2014 | Common Stock | 86,765 | $ 53.02 | D | Â |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| MORRISON ALASDAIR G<br>MORGAN STANLEY<br>1585 BROADWAY<br>NEW YORK,Â NYÂ 10036 | Â | Â | Â | Business Unit Head |

# Signatures

| | |
|---|---|
| /s/ Alasdair G. Morrison | 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: 100% of the award vested on January 2, 2003.

**(2)** Options become exercisable upon vesting. The award is fully exercisable: 100% of the award vested on January 2, 2004.

**(3)** Options become exercisable upon vesting. The award is fully exercisable: 100% of the award vested on January 2, 2005.

**(4)** Options become exercisable upon vesting. 50% of the award will vest on January 2, 2006 and 50% will vest on January 2, 2007.

**(5)** Options become exercisable upon vesting. 20% of the award vests annually on January 2 over five years beginning January 2, 2005.

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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