

FRANK ALEXANDER C  
Form 3  
April 10, 2003

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

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden  
hours per response. . . . 0.5

1. Name and Address of Reporting Person\*

**Frank, Alexander C.**

(Last) (First) (Middle)

**Morgan Stanley  
1585 Broadway**

(Street)  
**New York, NY 10036**

(City) (State) (Zip)

2. Date of Event

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Requiring Statement  
Month/Day/Year

**04/03/2003**

3. I.R.S. Identification  
Number of Reporting  
Person, if an entity  
(voluntary)

4. Issuer ~~name~~ or Trading Symbol

**Morgan Stanley**  
**MWD**

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

- Director
- 10% Owner
- Officer (give title below)
- Other (specify below)

Description  
**Controller**

6. If Amendment,  
Date of Original  
(Month/Day/Year)

7. Individual or Joint/Group  
Filing (Check Applicable Line)

- 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

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(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**

12,702

D

**Common Stock**

5,958

I

By 401(k) Plan/ESOP Trust

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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(DE) and  
Expiration Date(ED)  
(Month/Day/Year)

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DE / ED

3. Title and Amount of  
Underlying Securities  
(Instr. 4)

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Title / Amount or Number of Shares

4. Conversion or  
Exercise  
Price of  
Derivative  
Security

5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or  
Indirect (I)

- (Instr.5) 6. Nature of

Indirect  
Beneficial  
Ownership

(Instr.5) **Employee Stock Option (Right to Buy)**

(1) / 01/31/05

**Common Stock / 3,702**

**\$9.02**

D

**Employee Stock Option (Right to Buy)**

(1) / 01/02/08

**Common Stock / 2,020**

**\$26.92**

D

**Employee Stock Option (Right to Buy)**

(2) / 01/02/09

**Common Stock / 2,282**

**\$35.65**

D

**Employee Stock Option (Right to Buy)**

(3) / 01/02/10

**Common Stock / 2,988**

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\$60.14

D

Employee Stock Option (Right to Buy)

(1) / 01/02/11

Common Stock / 4,935

\$65.34

D

Employee Stock Option (Right to Buy)

01/02/04 / 01/02/12

Common Stock / 5,458

\$57.03

D

Employee Stock Option (Right to Buy)

01/02/05 / 01/02/13

Common Stock / 7,577

\$42.56

D

Explanation of Responses:

- 1. Presently exercisable.
- 2. Options become exercisable upon vesting. Vesting occurs as follows: 95% of the options have vested; the remaining 5% vest on January 2, 2004.
- 3. Options become exercisable upon vesting. Vesting occurs as follows: 75% of the options vested on the grant date of December 9, 1999; the remaining 25% of the options vest five years after grant date.

By: Date: /s/ Alexander C. Frank 04/07/2003 Alexander C. Frank \*\* Signature of Reporting Person

SEC 1473 (07-02)

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

\* 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).

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. **Additional Information Reported For This Form**

Name and Address of Reporting Person\*

Frank, Alexander C.

(Last) (First) (Middle)

Morgan Stanley  
1585 Broadway

(Street)

New York, NY 10036

(City) (State) (Zip)

Issuer Name  
and Ticker or Trading Symbol

Morgan Stanley  
MWD

Statement for  
(Month/Day/Year)

04/03/2003

POWER OF ATTORNEY

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The undersigned hereby makes, constitutes and appoints each of Ronald T. Carman, Martin M. Cohen, Charlene R. Herzer, Ola E. Lotfy, William J. O'Shaughnessy, Jr., W. Gary Beeson, Jennifer Zimmerman, Jeanne Greeley, and Jacob Tyler to act severally and not jointly, as his true and lawful agents and attorneys-in-fact, with full power and authority to act hereunder, each in his/her discretion, in the name of and for and on behalf of the undersigned as fully as could the undersigned if present and acting in person, to make any and all required or voluntary filings under Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the applicable rules and regulation thereunder, with the Securities and Exchange Commission, any and all applicable stock exchanges, Morgan Stanley and any other person or entity to which such filings may be required under Section 16(a) of the Exchange Act as a result of the undersigned's status as an officer, director or stockholder of Morgan Stanley. This power of attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to securities of Morgan Stanley.

IN WITNESS WHEREOF, the undersigned has executed this power of attorney, effective as of this 3rd day of April, 2003.

By: /s/ Alexander C. Frank  
Alexander C. Frank