

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| UVA MICHAEL D | | (Month/Day/Year) | MORGAN STANLEY [MWD] | |
| (Last) | (First) | (Middle) | 05/16/2005 | |
| MORGAN STANLEY, 1585 BROADWAY | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK, NY 10036 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input checked="" type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Business Unit Co-Head | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> 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 | 315,572 | D | |
| Common Stock | 6,752.426 | I | By 401(k) Plan/ESOP Trust |

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 | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Employee Stock Option (Right to Buy) | Â (1) | 01/02/2008 | Common Stock | 27,094 | \$ 26.92 | D | Â |
| Employee Stock Option (Right to Buy) | Â (2) | 01/02/2009 | Common Stock | 29,730 | \$ 35.65 | D | Â |
| Employee Stock Option (Right to Buy) | Â (3) | 12/02/2009 | Common Stock | 31,678 | \$ 60.14 | D | Â |
| Employee Stock Option (Right to Buy) | Â (4) | 03/12/2009 | Common Stock | 88,994 | \$ 50.57 | D | Â |
| Employee Stock Option (Right to Buy) | Â (5) | 12/02/2010 | Common Stock | 42,004 | \$ 65.34 | D | Â |
| Employee Stock Option (Right to Buy) | Â (6) | 01/02/2010 | Common Stock | 60,000 | \$ 60.14 | D | Â |
| Employee Stock Option (Right to Buy) | Â (7) | 12/02/2011 | Common Stock | 50,698 | \$ 57.03 | D | Â |
| Employee Stock Option (Right to Buy) | Â (8) | 12/02/2012 | Common Stock | 44,887 | \$ 42.56 | D | Â |
| Employee Stock Option (Right to Buy) | Â (9) | 01/02/2012 | Common Stock | 39,739 | \$ 56.62 | D | Â |
| Employee Stock Option (Right to Buy) | Â (10) | 12/02/2013 | Common Stock | 42,331 | \$ 55.45 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| UVA MICHAEL D MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036 | Â | Â | Â | Business Unit Co-Head |

Signatures

/s/ Michael D. Uva
Date: 05/19/2005

**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).

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- (1) Options become exercisable upon vesting. The award is fully exercisable: 75% of the award vested on January 2, 1998 and the remaining 25% vested ratably each year on January 2 over the next five years.
- (2) Options become exercisable upon vesting. The award is fully exercisable: 75% of the award vested on January 2, 1999 and the remaining 25% vested ratably each year on January 2 over the next five years.
- (3) Options become exercisable upon vesting. The award is fully exercisable: 75% of the award vested on January 2, 2000 and the remaining 25% vested on January 2, 2005.
- (4) Options become exercisable upon vesting. The award is fully exercisable: 25% of the award vested annually on January 2 over four years beginning January 2, 2000.
- (5) Options become exercisable upon vesting. The award is fully exercisable: 100% of the award vested on January 2, 2003.
- (6) Options become exercisable upon vesting. The award is fully exercisable: 25% of the award vested annually on January 2 over four years beginning January 2, 2001.
- (7) Options become exercisable upon vesting. The award is fully exercisable: 100% of the award vested on January 2, 2004.
- (8) Options become exercisable upon vesting. The award is fully exercisable: 100% of the award vested on January 2, 2005.
- (9) Options become exercisable upon vesting. 25% of the award vests annually on January 2 over four years beginning January 2, 2003.
- (10) Options become exercisable upon vesting. 50% of the award will vest on January 2, 2006 and 50% will vest on January 2, 2007.

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.