

MORGAN STANLEY  
Form 4  
March 23, 2005

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
ABDEL-MEGUID TAREK F

(Last) (First) (Middle)

MORGAN STANLEY, 1585  
BROADWAY

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/21/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below)  Other (specify below)  
Business Unit Head

6. 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 Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/21/2005		M		10,656	A	\$ 26.92
Common Stock	03/21/2005		M		13,764	A	\$ 45.69
Common Stock	03/21/2005		M		55,754	A	\$ 35.65
Common Stock	03/21/2005		F		73,889	D	\$ 57.52
Common Stock	03/22/2005		S		2,000	D	\$ 57.19

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Common Stock	03/22/2005	S	13,000	D	\$ 57.15	734,495	D	
Common Stock	03/22/2005	S	15,000	D	\$ 57.2	719,495	D	
Common Stock	03/22/2005	S	5,000	D	\$ 57.22	714,495	D	
Common Stock						5,056.112	I	By 401(k) Plan/ESOP Trust

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 26.92	03/21/2005		M	10,656	12/12/1997 <sup>(1)</sup> 01/02/2008	Common Stock
Employee Stock Option (Right to Buy)	\$ 35.65	03/21/2005		M	55,754	12/11/1998 <sup>(1)</sup> 01/02/2009	Common Stock
Restoration Option (Right to Buy)	\$ 57.01	03/21/2005		A	7,791	03/21/2005 01/02/2008	Common Stock
Restoration Option (Right to Buy)	\$ 45.69	03/21/2005		M	13,764	06/30/1998 01/02/2008	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ABDEL-MEGUID TAREK F MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036				Business Unit Head

## Signatures

s/ Charlene R. Herzer, Attorney-in-Fact	03/23/2005
**Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(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) Initial vesting date of ratably vested stock options, all of which are presently exercisable.

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.