

MORGAN STANLEY
Form 4
January 29, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROSENTHAL JAMES A

(Last) (First) (Middle)

**C/O MORGAN STANLEY, 1585
BROADWAY**

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/27/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Operating Officer

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 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)
Common Stock	01/27/2014		F ⁽¹⁾	V 38,883 D	\$ 30.035 251,732.725	D	
Common Stock	01/27/2014		G ⁽²⁾	V 42,603 D	\$ 0 209,129.725	D	
Common Stock	01/28/2014		A ⁽³⁾	24,046 A	\$ 0 233,174.975	D	
Common Stock	01/28/2014		F ⁽⁴⁾	34,622 D	\$ 29.985 198,552.975	D	
Common Stock	01/28/2014		G ⁽²⁾	V 29,069 D	\$ 0 169,483.975	D	

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Common Stock	551.401	I	By 401(k) Plan
Common Stock	172,143	I	By Revocable 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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
ROSENTHAL JAMES A C/O MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036	Director 10% Owner Officer Other Chief Operating Officer

Signatures

/s/ Martin M. Cohen,
Attorney-in-Fact 01/29/2014

**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).

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- (1) Shares withheld to satisfy taxes upon the conversion of Restricted Stock Units ("RSUs") granted on January 20, 2012.
- (2) The Reporting Person contributed shares to his revocable trust.
- (3) Shares earned based on the Company's achievement of certain pre-established performance criteria in accordance with the terms of Performance Stock Units ("PSUs") awarded on January 21, 2011 as part of 2010 year-end compensation.
- (4) Shares withheld to satisfy taxes upon the conversion of (a) PSUs awarded on January 21, 2011 and earned on January 28, 2014 as described in footnote (3) and (b) RSUs granted on January 21, 2011.

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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