ABDEL MEGUID TAREK F
Form 4
December 09, 2002
SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response. 0.5

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

4. Statement for Month/Day/Year
12/5/2002

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

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
_ Director _ 10% Owner
_ Officer (give title below) X Other (specify below)
Description **Head of Significant Business Unit**

7. 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)
			Code	V	Amount	A/D	Price			
Common Stock	**12/5/2002**		**A (1)**		**36,812**	**A**		**532,685**	**D**	
Common Stock								**4,174**	**I**	**By 401(k) Plan/ESOP Trust**

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	3. Transaction Date	3A. Deemed Execution Date, if	4. Transaction Code	5. Number of Derivative Securities Acquired (A)	6. Date Exercisable(DE) and Expiration	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number o Derivative Securities Beneficial

	Deri-vative Security	(Month/ Day/ Year)	any (Month/ Day/ Year)	(Instr.8)		or Disposed Of (D) (Instr. 3, 4 and 5)		Date(ED) (Month/Day/Year)		(Instr. 3 and 4)		(Instr.5)	Owned Following Reported Transacti (Instr.4)
				Code	V	A	D	DE	ED	Title	Amount or Number of Shares		
Employee Stock Option (Right to Buy)	**$42.56**	**12/5/2002**		**A**		**82,828**		**01/02/05**	**01/02/13**	**Common Stock**	**82,828**		**82,828**

Explanation of Responses:

1. Stock Units which are convertible into shares of Common Stock at a ratio of 1 to 1.

By:
/s/ CRHerzer, Attorney-in-Fact
12/9/02
** Signature of Reporting Person
Date

SEC 1474 (9-02)

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 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).
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.