Edgar Filing: MORGAN STANLEY - Form 4

MORGAN S	STANLEY											
Form 4												
May 18, 200	5											
FORM	14		CECUE					or o		OMB AF	PPROVAL	
Washington, D.C. 20549								OMB Number:	3235-0287			
Check this box							Expires:	January 31, 2005				
subject to	if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERS						NERSHIP OF	Estimated average				
Section 1		SECURITIES								burden hours per		
Form 4 o									response	. 0.5		
Form 5 obligatio		•						•	e Act of 1934,			
may cont				•			•		1935 or Section	1		
See Instr 1(b).		30(h)	of the In	vestme	ent (Company	Act of	of 194	0			
(Print or Type I	Responses)											
							Reporting Person(s) to					
HELENIAK DAVID W Symbol									Issuer			
MO			MORG	IORGAN STANLEY [MWD]					(Check all applicable)			
(Last)	(Last) (First) (Middle) 3. Date of				Earliest Transaction							
(Month/E				/Day/Year)					Director 10% Owner			
MORGAN STANLEY, 1585 05 BROADWAY)5/16/2005					XOfficer (give titleOther (specify below) below) Vice Chairman			
	(Street)		4. If Ame	ndment.	Dat	te Original			6. Individual or Jo	int/Group Filin	g(Check	
				d(Month/Day/Year)					Applicable Line)			
									X Form filed by One Reporting Person			
NEW YOR	K, NY 10036								Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative Se	curiti	es Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of	2. Transaction I			3.		4. Securitie			5. Amount of	6. Ownership		
Security (Instr. 3)	(Month/Day/Ye	ear) Executio any	n Date, 1f	Transa Code	ictio	n(A) or Disp (Instr. 3.4)			Securities Beneficially	Form: Direct (D) or	Indirect Beneficial	
(1130.3)		•			Code(Instr. 3, 4 and 5)Day/Year)(Instr. 8)					Indirect (I)	Ownership	
			•						Following	(Instr. 4)	(Instr. 4)	
							(A)		Reported			
							or		Transaction(s) (Instr. 3 and 4)			
C				Code	V	Amount	(D)	Price	(insure und 1)			
Common Stock	05/16/2005			A <u>(1)</u>		204,918	А	\$0	204,918	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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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. Transactio Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
HELENIAK DAVID W MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036			Vice Chairi	man				
Signatures								
/s/ Charlene R. Herzer, Attorney-In-Fact		05/18/2	05/18/2005					
**Signature of Reporting Person		Date						
Explanation of Responses:								

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

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.