MORGAN STANLEY

Form 4

February 26, 2016

FORM 4

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

OMB 3235-0287

Estimated average

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Number: January 31, Expires: 2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Hotsuki Keishi	2. Issuer Name and Ticker or Trading Symbol MODGAN STANLEY [MS]	5. Relationship of Reporting Person(s) to Issuer				
	MORGAN STANLEY [MS]	(Check all applicable)				
(Last) (First) (Middle)	3. Date of Earliest Transaction					
	(Month/Day/Year)	Director 10% Owner				
C/O MORGAN STANLEY, 1585	02/25/2016	X Officer (give title Other (specification) below)				
BROADWAY		Chief Risk Officer				
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
	Filed(Month/Day/Year)	Applicable Line)				
		X Form filed by One Reporting Person				
NEW YORK NY 10036		Form filed by More than One Reportin				

NEW YORK, NY 10036

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative (Securi	ities Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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	02/25/2016		A(1)	58,989	A	\$ 0	253,232.27	D	
Common Stock	02/25/2016		F(2)	30,419	D	\$ 23.71	222,813.27	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Person

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

	1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)		or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/Year) vative rities tired or osed v) :. 3,				Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Hotsuki Keishi C/O MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036

Chief Risk Officer

Signatures

/s/ Martin M. Cohen, Attorney-in-Fact

02/26/2016

**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).
- Shares earned based on the Company's achievement of pre-established performance criteria in accordance with the terms of long-term **(1)** incentive program awards ("LTIP Awards") granted on January 31, 2013.
- Shares withheld to satisfy taxes upon the conversion of LTIP Awards granted on January 31, 2013 and earned on February 25, 2016 as described in footnote (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.

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