

GORMAN JAMES P  
Form 4  
February 28, 2019

**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**

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GORMAN JAMES P**

(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)

**02/26/2019**

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)

Chairman and CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock                       | 01/22/2019                              |                                                             | G                                    | V 5,985 D \$ 0                                                          | 1,339,491.684                                                                                                   | D                                                                       |                                                                                |
| Common<br>Stock                       | 02/19/2019                              |                                                             | G                                    | V 595 D \$ 0                                                            | 1,338,896.684                                                                                                   | D                                                                       |                                                                                |
| Common<br>Stock                       | 02/20/2019                              |                                                             | G                                    | V 665 D \$ 0                                                            | 1,338,231.684                                                                                                   | D                                                                       |                                                                                |
| Common<br>Stock                       | 02/26/2019                              |                                                             | A <sup>(1)</sup>                     | 245,991 A \$ 0                                                          | 1,584,222.684                                                                                                   | D                                                                       |                                                                                |
| Common<br>Stock                       | 02/26/2019                              |                                                             | F <sup>(2)</sup>                     | 131,068 D \$ 42.19                                                      | 1,453,154.684                                                                                                   | D                                                                       |                                                                                |
|                                       |                                         |                                                             |                                      |                                                                         | 1,710.097                                                                                                       | I                                                                       |                                                                                |

# Edgar Filing: GORMAN JAMES P - Form 4

|                 |  |  |  |        |   |  |  |                                               |
|-----------------|--|--|--|--------|---|--|--|-----------------------------------------------|
| Common<br>Stock |  |  |  |        |   |  |  | By<br>401(k)<br>Plan                          |
| Common<br>Stock |  |  |  | 52,400 | I |  |  | By<br>Grantor<br>Retained<br>Annuity<br>Trust |

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.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                              | Relationships                    |
|-----------------------------------------------------------------------------|----------------------------------|
|                                                                             | Director 10% Owner Officer Other |
| GORMAN JAMES P<br>C/O MORGAN STANLEY<br>1585 BROADWAY<br>NEW YORK, NY 10036 | X Chairman and CEO               |

## Signatures

/s/ Martin M. Cohen,  
Attorney-in-Fact 02/28/2019

\_\_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) Shares earned based on the Company's achievement of pre-established performance criteria in accordance with the terms of long-term incentive program awards ("LTIP Awards") granted on January 20, 2016.
- (2) Shares withheld to satisfy taxes upon the conversion of LTIP Awards granted on January 20, 2016 and earned on February 26, 2019 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.

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