

MORGAN STANLEY

Form 3

December 17, 2004

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *Â BRENNAN EDWARD A
(Last) (First) (Middle)MORGAN STANLEY,Â 1585
BROADWAY

(Street)

NEW YORK,Â NYÂ 10036

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
12/13/20043. Issuer Name **and** Ticker or Trading Symbol
MORGAN STANLEY [MWD]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

175,869

I

By Trust

Common Stock

6,244

I

By IRA

Common Stock

23,301

I

By Spouse

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

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying

4. Conversion

5. Ownership

6. Nature of
Indirect Beneficial

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	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
Non-Qualified Stock Option (Right To Buy)	05/19/1996 ⁽¹⁾	05/18/2005	Common Stock	8,000	\$ 11.69	D	Â
Non-Qualified Stock Option (Right To Buy)	04/19/1997 ⁽¹⁾	04/18/2006	Common Stock	8,000	\$ 13.35	D	Â
Non-Qualified Stock Option (Right To Buy)	05/28/1997	05/27/2007	Common Stock	8,000	\$ 20	D	Â
Non-Qualified Stock Option (Right To Buy)	09/25/1998	03/23/2008	Common Stock	8,000	\$ 38.35	D	Â
Non-Qualified Stock Option (Right To Buy)	10/25/1998	04/23/2008	Common Stock	2,684	\$ 39.1	D	Â
Non-Qualified Stock Option (Right To Buy)	10/08/1999	04/08/2009	Common Stock	9,882	\$ 55.75	D	Â
Non-Qualified Stock Option (Right To Buy)	10/07/2000	04/06/2010	Common Stock	9,230	\$ 85.31	D	Â
Non-Qualified Stock Option (Right To Buy)	09/22/2001	03/22/2011	Common Stock	9,971	\$ 53.25	D	Â
Non-Qualified Stock Option (Right To Buy)	09/19/2002	03/19/2012	Common Stock	9,814	\$ 57.88	D	Â
Non-Qualified Stock Option (Right To Buy)	10/10/2003	04/11/2013	Common Stock	10,527	\$ 41.54	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRENNAN EDWARD A MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036	Â X	Â	Â	Â

Signatures

s/ Edward A.
Brennan

12/13/2004

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Initial vesting date of ratably vested stock options, all of which are presently exercisable.

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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