

Constant Contact, Inc.
Form 4
July 29, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MORGAN STANLEY

2. Issuer Name and Ticker or Trading Symbol
Constant Contact, Inc. [CTCT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1585 BROADWAY

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/28/2008

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

NEW YORK, NY 10036

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 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 Ownership (Instr. 4)
Common Stock	07/28/2008		S	V Amount 107,400 D Price \$ 17.5	3,546,483 ⁽¹⁾	D ⁽²⁾ ⁽³⁾	

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.

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

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

Signatures

By: /s/ Morgan Stanley, By: Chris O'Dell, Authorized Signatory	07/29/2008
__Signature of Reporting Person	Date
By: /s/ MSVP IV, Inc., MSVP IV, LLC, MSVP IV, LP, MSVI IV LP and MSVOI IV, LP, By: Debra Abramovitz, Authorized Signatory	07/29/2008
__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) Consists of 3,070,469 shares held directly by Morgan Stanley Dean Witter Venture Partners IV, L.P. ("MSVP IV, LP"), 356,223 shares held directly by Morgan Stanley Dean Witter Venture Investors IV, L.P. ("MSVI IV, LP"), and 119,791 shares held directly by Morgan Stanley Dean Witter Venture Offshore Investors IV, L.P. ("MSVOI IV, LP" and, together with MSVP IV, LP and MSVI IV, LP, the "Partnerships"). MSDW Venture Partners IV, LLC (the "General Partner") is the general partner of each of the Partnerships. MSDW Venture Partners IV, Inc. (the "Member") is the managing member of the General Partner and a wholly-owned subsidiary of Morgan Stanley. The Reporting Person, the Member and the General Partner each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein.
 - (2) Morgan Stanley and the Partnerships are signing a Joint Filer Information. The Reporting Person is filing solely in its capacity as parent of an indirect beneficial owner of securities held by one of its business units.
 - (3) Except for MSDW Venture Partners IV, LLC, MSDW Venture Partners IV, Inc. and Morgan Stanley who hold the securities indirectly through the Partnerships.

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.