

RIEFLER LINDA H  
Form 3  
June 27, 2006

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

OMB APPROVAL

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**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)

|  |   |   |   |   |  |
|--|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â RIEFLER LINDA H</p> <p>(Last) (First) (Middle)</p> <p>MORGAN STANLEY,Â 1585 BROADWAY</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10036</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/19/2006</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MORGAN STANLEY [MS]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Chief Talent Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 24,648   | D   | Â  |
| Common Stock                       | 5,493.873  | I   | By 401(k) Plan/ESOP Trust                                |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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|                                      | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Employee Stock Option (Right to Buy) | Â (1)            | 01/02/2008      | Common Stock | 4,046                      | \$ 26.92            | D   | Â |
| Employee Stock Option (Right to Buy) | Â (1)            | 01/02/2009      | Common Stock | 3,754                      | \$ 35.65            | D   | Â |
| Employee Stock Option (Right to Buy) | Â (1)            | 01/02/2010      | Common Stock | 4,114                      | \$ 60.14            | D   | Â |
| Employee Stock Option (Right to Buy) | Â (1)            | 01/02/2011      | Common Stock | 6,944                      | \$ 65.34            | D   | Â |
| Employee Stock Option (Right to Buy) | Â (1)            | 01/02/2012      | Common Stock | 5,458                      | \$ 57.03            | D   | Â |
| Employee Stock Option (Right to Buy) | Â (1)            | 01/02/2013      | Common Stock | 3,744                      | \$ 42.56            | D   | Â |
| Employee Stock Option (Right to Buy) | Â (2)            | 01/02/2014      | Common Stock | 3,962                      | \$ 55.45            | D   | Â |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

RIEFLER LINDA H  
MORGAN STANLEY  
1585 BROADWAY  
NEW YORK, NY 10036

Â Â Â Chief Talent Officer

## Signatures

/s/ Linda H.  
Riefler

06/23/2006

\*\*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) Options become exercisable upon vesting. The award is fully exercisable.

(2) Options become exercisable upon vesting. 50% of the award vested on January 2, 2006 and 50% will vest on January 2, 2007.

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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