MORGAN STANLEY

Check this box

if no longer

subject to

Section 16.

Form 4 May 21, 2015

FORM 4

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

3235-0287 Number: January 31,

Expires: 2005 Estimated average

0.5

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

Washington, D.C. 20549

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

See Instruction

(Zip)

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GLOCER THOMAS H	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) t Issuer		
	MORGAN STANLEY [MS]	(Check all applicable)		
(Last) (First) (Middle)	3. Date of Earliest Transaction			
	(Month/Day/Year)	X Director 10% Owner		
C/O MORGAN STANLEY, 1585 BROADWAY	05/19/2015	Officer (give title Other (specibelow) below)		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
	Filed(Month/Day/Year)	Applicable Line)		
NEW VODE NV 10026		_X_ Form filed by One Reporting Person Form filed by More than One Reporting		

NEW YORK, NY 10036

(State)

(City)

(City)	(State)	Tal	ble I - Non	-Derivative Se	ecuriti	es 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. Transactic Code (Instr. 8)	4. Securities and Disposed of (Instr. 3, 4 and Amount	(D)	red (A) or	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	05/19/2015		A(1)	6,470.113	A	\$ 0	30,426.31	D	
Common Stock	05/19/2015		A(2)	1,315.59	A	\$ 38.6392	31,741.9	D	

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

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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/		Underly Securiti (Instr. 3	ying ies	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

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
GLOCER THOMAS H							
C/O MORGAN STANLEY	X						
1585 BROADWAY	Λ						
NEW YORK, NY 10036							

Signatures

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

05/21/2015

**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).
- Restricted stock units granted under the Morgan Stanley Directors' Equity Capital Accumulation Plan, which are convertible into shares **(1)** of Common Stock at a ratio of 1 to 1.
- Deferred stock units granted under the Morgan Stanley Directors' Equity Capital Accumulation Plan in lieu of cash retainers paid for service on the Morgan Stanley Board of Directors. Stock units are convertible into shares of Common Stock at a ratio of 1 to 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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