

MORGAN STANLEY

Form 4

March 27, 2007

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MACK JOHN J

(Last) (First) (Middle)

**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)
03/23/2006

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 of the Board 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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/23/2007		F		150,901	D	\$ 80.75
							2,600,821.971
Common Stock	03/23/2007		M		100,898	A	\$ 26.92
							2,701,719.971
Common Stock	03/23/2007		M		61,816	A	\$ 42.78
							2,763,535.971
Common Stock	03/23/2007		M		44,617	A	\$ 75.25
							2,808,152.971
Common Stock	03/26/2007		S		2,500	D	\$ 81.28
							2,805,652.971
	03/26/2007		S		2,700	D	
							2,802,952.971

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Common Stock					\$ 81.25				
Common Stock	03/26/2007	S	1,300	D	\$ 81.24	2,801,652.971	D		
Common Stock	03/26/2007	S	13,500	D	\$ 81.22	2,788,152.971	D		
Common Stock	03/26/2007	S	2,500	D	\$ 80.43	2,785,652.971	D		
Common Stock	03/26/2007	S	7,930	D	\$ 80.4	2,777,722.971	D		
Common Stock	03/26/2007	S	600	D	\$ 80.3	2,777,122.971	D		
Common Stock	03/26/2007	S	300	D	\$ 80.27	2,776,822.971	D		
Common Stock	03/26/2007	S	600	D	\$ 80.26	2,776,222.971	D		
Common Stock	03/26/2007	S	4,100	D	\$ 80.25	2,772,122.971	D		
Common Stock	03/26/2007	S	5,000	D	\$ 80.2	2,767,122.971	D		
Common Stock	03/26/2007	S	900	D	\$ 80.17	2,766,222.971	D		
Common Stock	03/26/2007	S	900	D	\$ 80.16	2,765,322.971	D		
Common Stock	03/26/2007	S	1,500	D	\$ 80.15	2,763,822.971	D		
Common Stock	03/26/2007	S	500	D	\$ 80.12	2,763,322.971	D		
Common Stock	03/26/2007	S	700	D	\$ 80.11	2,762,622.971	D		
Common Stock	03/26/2007	S	500	D	\$ 80.1	2,762,122.971	D		
Common Stock	03/26/2007	S	2,500	D	\$ 80.08	2,759,622.971	D		
Common Stock	03/26/2007	S	7,900	D	\$ 80.05	2,751,722.971	D		
Common Stock						180.931	I		By 401(k) Plan/ESOP Trust

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

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(9-02)

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

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Employee Stock Option (Right to Buy)	\$ 26.92	03/23/2007		M	100,898	01/02/1999 ⁽¹⁾ 01/02/2008	Common Stock 100
Employee Stock Option (Right to Buy)	\$ 42.78	03/23/2007		M	61,816	01/15/1999 01/02/2008	Common Stock 61
Employee Stock Option (Right to Buy)	\$ 75.25	03/23/2007		M	44,617	05/16/2000 01/02/2008	Common Stock 44

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MACK JOHN J MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036	X Chairman of the Board and CEO

Signatures

/s/ Charlene R. Herzer,
Attorney-in-Fact

03/27/2007

__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) Initial vesting date of ratably vested stock options, all of which are presently exercisable.

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