

MORGAN STANLEY
Form 3
December 17, 2004

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)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â BRENNAN EDWARD A | | (Month/Day/Year) | MORGAN STANLEY [MWD] | |
| (Last) | (First) | (Middle) | 12/13/2004 | |
| MORGAN STANLEY,Â 1585 BROADWAY | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK,Â NYÂ 10036 | | | <input checked="" type="checkbox"/> Director | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | (give title below) | (specify below) |

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)

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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. 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.