

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)

1. Name and Address of Reporting Person *

Â RIEFLER LINDA H

(Last) (First) (Middle)

MORGAN STANLEY,Â 1585
BROADWAY

(Street)

NEW YORK,Â NYÂ 10036

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

06/19/2006

3. Issuer Name and Ticker or Trading Symbol
MORGAN STANLEY [MS]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner

____ Officer ____X____ Other
(give title below) (specify below)

Chief Talent Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person

____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned1. 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

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)

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.

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 Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership
(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 <u>(1)</u>	01/02/2008	Common Stock	4,046	\$ 26.92	D	Â
Employee Stock Option (Right to Buy)	Â <u>(1)</u>	01/02/2009	Common Stock	3,754	\$ 35.65	D	Â
Employee Stock Option (Right to Buy)	Â <u>(1)</u>	01/02/2010	Common Stock	4,114	\$ 60.14	D	Â
Employee Stock Option (Right to Buy)	Â <u>(1)</u>	01/02/2011	Common Stock	6,944	\$ 65.34	D	Â
Employee Stock Option (Right to Buy)	Â <u>(1)</u>	01/02/2012	Common Stock	5,458	\$ 57.03	D	Â
Employee Stock Option (Right to Buy)	Â <u>(1)</u>	01/02/2013	Common Stock	3,744	\$ 42.56	D	Â
Employee Stock Option (Right to Buy)	Â <u>(2)</u>	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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