MORGAN STANLEY

Form 4

August 31, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

3235-0287 Number: January 31,

OMB APPROVAL

Expires: 2005 Estimated average

0.5

burden hours per response...

Check this box if no longer subject to Section 16.

SECURITIES Form 4 or Form 5 obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FLEMING GREGORY J			Issuer Name and Ticker or Trading abol DRGAN STANLEY [MS]	5. Relationship of Reporting Person(s) to Issuer									
(Last) (First) (Middle) C/O MORGAN STANLEY, 1585			ate of Earliest Transaction nth/Day/Year) 23/2015	(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below)									
BROADW	AY			President-Wealth & Invest Mgt									
	(Street)		Amendment, Date Original d(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person									
NEW YOR	RK, NY 10036			Form filed by More than One Reporting Person									
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Code (D) ear) (Instr. 8) (Instr. 3, 4 and 5) (A) or	Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)									
Common Stock	07/23/2015		Code V Amount (D) Price G V 14,909 D \$ 0	498,726.499 D									
Common Stock				By Spouse as Trustee 104,550 I for Irrevocable									

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)

Family Trust

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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 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	d 8. Price of	9. Nu
Derivat	ive Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amount of	Derivative	Deriv
Securit	y or Exercise		any	Code	of	(Month/Day/	/Year)	Underlying	g Security	Secui
(Instr. 3	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3 an	d 4)	Own
	Security				Acquired					Follo
					(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Λ	aunt	
									ount	
				C-l- V		Date	Expiration Date	Title Numbe	nhar	
						Exercisable			iibei	
					(A) (D)		of			
				Code V	(A) (D)			Shai	res	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FLEMING GREGORY J C/O MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036

President-Wealth & Invest Mgt

Signatures

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

08/31/2015

**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).

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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