

Edgar Filing: CADIZ INC - Form SC 13G/A

CADIZ INC
Form SC 13G/A
March 11, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2

Under the Securities Exchange Act of 1934
(Amendment No. 2)

CADIZ INC

(Name of Issuer)
Common Stock

(Title of Class of Securities)

127537207

(CUSIP Number)

February 29, 2003

(Date Of Event which Requires Filing of this Statement)

Check the following box if a fee is being paid with this statement [].

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- 1. NAME OF REPORTING PERSON(S)
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON(S)

Morgan Stanley
IRS # 39-314-5972

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

The state of organization is Delaware.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

5. SOLE VOTING POWER
0

6. SHARED VOTING POWER
169,453

7. SOLE DISPOSITIVE POWER
0

8. SHARED DISPOSITIVE POWER
169,453

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

190,453

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.6138%

12. TYPE OF REPORTING PERSON*

IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON(S)

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON(S)

Morgan Stanley & Co. International Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []

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3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Organized under the Laws of England.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

5. SOLE VOTING POWER
0

6. SHARED VOTING POWER
169,450

7. SOLE DISPOSITIVE POWER
0

8. SHARED DISPOSITIVE POWER
169,450

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

169,450

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.61376%

12. TYPE OF REPORTING PERSON*

BD, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1. (a) Name of Issuer:
CADIZ INC

(b) Address of Issuer's Principal Executive Offices:
100 WILSHIRE BLVD
SUITE 1600
SANTA MONICA, CA 90401

Item 2. (a) Name of Person Filing:

(a)Morgan Stanley
(b)Morgan Stanley & Co. International Limited

(b) Address of Principal Business Office, or if None, Residence:

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(a) 1585 Broadway
New York, New York 10036

(b) 25 Cabot Square
Canary Wharf
London E14 4QA
England

(c) Citizenship:

Incorporated by reference to Item 4 of the
cover page pertaining to each reporting person.

(d) Title of Class of Securities:
Common Stock

(e) CUSIP Number:
127537207

Item 3. (a) Morgan Stanley is a parent holding company.

(b) Morgan Stanley & Co. International Limited is (a) a Broker-Dealer doing business under the laws of the United Kingdom. Morgan Stanley & Co. International Ltd. is filing this statement pursuant to Rules 13d-1(b) and 13d-2(b), relying on such rules and using Schedule 13G in accordance with no-action assurances from the Division of Corporate Finance, Office of Tender Offers.

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Item 4. Ownership.

Incorporated by reference to Items (5) - (9) and (11) of the
cover page.

(a) Morgan Stanley is filing solely in its capacity as the
parent company of, and indirect beneficial owner of
securities held by, one of its business units.

Item 5. Ownership of Five Percent or Less of a Class.

(a) As of the date hereof, Morgan Stanley has
ceased to be the beneficial owner of more than five percent
of the class of securities.

(b) As of the date hereof, Morgan Stanley & Co International Ltd.
has ceased to be the beneficial owner of more than five percent
of the class of securities.

See item 4

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Inaplicable

Item 7. Identification and Classification of the Subsidiary which Acquired

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the Security Being Reported on By the Parent Holding Company.

Item 8. Identification and Classification of Members of the Group.

Item 9. Notice of Dissolution of Group.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

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Signature.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 10, 2004

Signature: /s/ Dennine Bullard

Name/Title Dennine Bullard/Vice President, Morgan Stanley & Co. Incorporated
MORGAN STANLEY

Date: March 10, 2004

Signature: /s/ Dennine Bullard

Name/Title Dennine Bullard/Vice President, Morgan Stanley & Co. Incorporated
MORGAN STANLEY & CO. INTERNATIONAL LIMITED

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* Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

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JOINT FILING AGREEMENT

CUSIP No. 708160106

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EXHIBIT 1 TO SCHEDULE 13G

MARCH 10, 2004

MORGAN STANLEY and MORGAN STANLEY & CO. INTERNATIONAL LIMITED
hereby agree that, unless differentiated, this Schedule 13G is
filed on behalf of each of the parties.

MORGAN STANLEY

BY: /s/ Dennine Bullard

Dennine Bullard / President Morgan Stanley & Co. Incorporated

MORGAN STANLEY & CO. INTERNATIONAL LIMITED

BY: /s/ Dennine Bullard

Dennine Bullard / Morgan Stanley & Co. Incorporated

* Attention. Intentional misstatements or omissions of fact constitute federal
criminal violations (see 18 U.S.C. 1001).

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SECRETARY'S CERTIFICATE

I, Charlene R. Herzer, a duly elected and Assistant Secretary
of Morgan Stanley, a corporation organized and
existing under the laws of the State of Delaware (the
"Corporation"), certify as follows:

- (1) Donald G. Kempf, Jr. is the duly elected Executive Vice
President, Chief Legal Officer and Secretary of the
Corporation;
- (2) Pursuant to Section 7.01 of the Bylaws of the Corporation
and resolutions approved by the Board of Directors of the
Corporation on September 25, 1998, the Chief Legal Officer
is authorized to enter into agreements and other instruments
on behalf of the Corporation and may delegate such powers
to others under his jurisdiction; and

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- (3) Donald G. Kempf signed a Delegation of Authority as of February 23, 2000, which authorized Dennine Bullard to sign reports to be filed under Section 13 and 16 of the Securities Exchange Act of 1934 on behalf of the Corporation. Such authorization is in full force and effect as of this date.

IN WITNESS WHEREOF, I have hereunto set my name and affixed the seal of the Corporation as of the 5th day of February, 2003.

Charlene R. Herzer
Assistant Secretary