

FLEMING GREGORY J
Form 4
February 07, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FLEMING GREGORY J

(Last) (First) (Middle)

C/O 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)
01/28/2013

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)
President, GWM/Investment Mgt.

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 | 01/28/2013 | | J ⁽¹⁾ | | 12,295 | D | \$ 22.55 |
| Common Stock | 01/30/2013 | | J ⁽¹⁾ | | 8,506 | D | \$ 22.68 |
| Common Stock | 02/05/2013 | | J ⁽¹⁾ | | 6,723 | D | \$ 23.25 |
| Common Stock | 02/06/2013 | | J ⁽¹⁾ | | 18,398 | D | \$ 23.34 |
| Common Stock | 02/07/2013 | | J ⁽¹⁾ | | 28,775 | D | \$ 23.13 |

| | | | | | | | | | |
|--------------|------------|--|------------------|--------|---|----------|--------|---|---|
| Common Stock | 01/28/2013 | | J ⁽¹⁾ | 12,295 | A | \$ 22.55 | 12,295 | I | By Spouse as Trustee for Irrevocable Family Trust |
| Common Stock | 01/30/2013 | | J ⁽¹⁾ | 8,506 | A | \$ 22.68 | 20,801 | I | By Spouse as Trustee for Irrevocable Family Trust |
| Common Stock | 02/05/2013 | | J ⁽¹⁾ | 6,723 | A | \$ 23.25 | 27,524 | I | By Spouse as Trustee for Irrevocable Family Trust |
| Common Stock | 02/06/2013 | | J ⁽¹⁾ | 18,398 | A | \$ 23.34 | 45,922 | I | By Spouse as Trustee for Irrevocable Family Trust |
| Common Stock | 02/07/2013 | | J ⁽¹⁾ | 28,775 | A | \$ 23.13 | 74,697 | I | By Spouse as Trustee for Irrevocable Family Trust |

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

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.

SEC 1474
(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, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|

4, and 5)

| Code | V | (A) | (D) | Date | Expiration | Title | Amount or Number of Shares |
|------|---|-----|-----|-------------|------------|-------|--|
| | | | | Exercisable | Date | | |

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, GWM/Investment Mgt. | |

Signatures

/s/ Martin M. Cohen,
Attorney-in-Fact
**Signature of Reporting Person

02/07/2013
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) The Reporting Person contributed shares of Common Stock to a family trust in exchange for assets of equal value. There is no change in the number of shares of Common Stock beneficially owned by the Reporting Person for purposes of Section 16.

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.