

MORGAN STANLEY
Form 4
July 23, 2010

FORM 4

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

OMB APPROVAL

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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 *
CHINA INVESTMENT CORP

(Last) (First) (Middle)

**NEW POLY PLAZA, NO. 1
CHAOYANGMEN BEIDAJIE,
DONGCHENG**

(Street)

BEIJING, F4 100010

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/21/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/21/2010		S		4,525,000	D	\$ 27.17 (1)	171,132,379 (3)	I	Through wholly owned subsidiaries
Common Stock	07/22/2010		S	V	575,000	D	\$ 27.13 (2)	171,132,379 (3)	I	Through wholly owned subsidiaries

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

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the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth.

- (3) Includes shares issuable upon settlement of the premium equity participating security units ("PEPS Units") beneficially owned by the reporting person, as reported on Table II.
- (4) Previously reported. Each PEPS Unit will be settled for 20.80300 shares of Common Stock.

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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