

MACK JOHN J  
Form 3  
July 05, 2005

**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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
MACK JOHN J		(Month/Day/Year)	MORGAN STANLEY [MWD]	
(Last)	(First)	(Middle)	06/30/2005	
MORGAN STANLEY, 1585 BROADWAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK, NY 10036			<input checked="" type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Chairman of the Board and CEO	

**Table I - Non-Derivative Securities Beneficially Owned**

1. 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	1,521,770	D	^
Common Stock	142,626	I	By GRAT <sup>(1)</sup>

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

SEC 1473 (7-02)

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**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 (2)	01/02/2008	Common Stock	100,898	\$ 26.92	D	Â
Employee Stock Option (Right to Buy)	Â (3)	01/02/2009	Common Stock	99,762	\$ 35.65	D	Â
Employee Stock Option (Right to Buy)	Â (4)	01/02/2008	Common Stock	61,816	\$ 42.78	D	Â
Employee Stock Option (Right to Buy)	Â (4)	01/02/2009	Common Stock	92,052	\$ 42.78	D	Â
Employee Stock Option (Right to Buy)	Â (5)	01/02/2010	Common Stock	277,172	\$ 60.14	D	Â
Employee Stock Option (Right to Buy)	Â (6)	01/02/2008	Common Stock	44,617	\$ 75.25	D	Â
Employee Stock Option (Right to Buy)	Â (6)	01/02/2009	Common Stock	65,986	\$ 75.25	D	Â
Employee Stock Option (Right to Buy)	Â (7)	01/02/2011	Common Stock	266,596	\$ 65.34	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACK JOHN J MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036	Â X	Â	Â Chairman of the Board and CEO	Â

## Signatures

/s/ John J. Mack                      07/05/2005  
 \*\*Signature of                      Date  
 Reporting Person

## 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) A grantor retained annuity trust for which the reporting person's spouse is the trustee.
- (2) Options become exercisable upon vesting. The award is fully exercisable: 75% of the award vested ratably over three years beginning on January 2, 1999 and the remaining 25% vested ratably over five years beginning on January 2, 1999.
- (3) Options become exercisable upon vesting. The award is fully exercisable: 33 1/3% of the award vested on January 2, 1999 and the remaining 66 2/3% vested ratably over two years beginning on January 2, 2000.
- (4)

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Options become exercisable upon vesting. The award is fully exercisable: 100% of the award vested on the grant date (January 15, 1999).  
Restoration options granted in connection with exercise of previously granted options.

- (5) Options become exercisable upon vesting. The award is fully exercisable: 75% of the award vested on January 2, 2000 and the remaining 25% vested on January 2, 2005.
- (6) Options become exercisable upon vesting. The award is fully exercisable: 100% of the award vested on the grant date (May 16, 2000).  
Restoration options granted in connection with exercise of previously granted options.
- (7) Options become exercisable upon vesting. The award is fully exercisable: 100% of the award vested on January 2, 2003.

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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