#### **MORGAN STANLEY**

Form 4

September 12, 2006

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

**OMB** 

Check this box if no longer

3235-0287 Number: January 31, Expires:

**OMB APPROVAL** 

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

2005 Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CRUZ ZOE			2. Issue Symbol	er Name <b>aı</b>	nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)			MORO		ANLEY [MS] Transaction	(Check all applicable)			
MORGAN STANLEY, 1585 BROADWAY			(Month/ 09/08/2	Day/Year) 2006		Director 10% Owner X Officer (give title Other (speciallow) below) Co-President			
			endment, I onth/Day/Ye	Date Original ear)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NEW YO	RK, NY 10036					Form filed by Person	More than One	Reporting	
(City)	(State)	(Zip)	Tak	ole I - Non	-Derivative Securities Ac	quired, Disposed	of, or Benefic	ially Owned	
1.Title of Security	2. Transaction Date (Month/Day/Year)				4. Securities Acquired tor(A) or Disposed of (D)	5. Amount of Securities	6. Ownership	7. Nature o	

of (Month/Day/Year) Direct (D) Ownership (Instr. 8) Owned Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common 09/08/2006 F 23,571 D 1,232,814 D 66.03 Stock

By 401(k) Common Plan/ESOP I 10,765,849 Stock Trust

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)required to respond unless the form displays a currently valid OMB control number.

### Edgar Filing: MORGAN STANLEY - Form 4

# 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		4.	5.	6. Date Exer		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date Tit	Title	Number		
						LACICISADIC			of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CRUZ ZOE MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036

Co-President

## **Signatures**

/s/ Charlene R. Herzer, Attorney-in-Fact

09/12/2006

\*\*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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