

RIEFLER LINDA H
Form 3
June 27, 2006

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)

| | | | | | |
|--|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â RIEFLER LINDA H</p> <p>(Last) (First) (Middle)</p> <p>MORGAN STANLEY,Â 1585 BROADWAY</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10036</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/19/2006</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MORGAN STANLEY [MS]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Chief Talent Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|--|

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 | 24,648 | D | Â |
| Common Stock | 5,493.873 | I | By 401(k) Plan/ESOP Trust |

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 (1) | 01/02/2008 | Common Stock | 4,046 | \$ 26.92 | D | Â |
| Employee Stock Option (Right to Buy) | Â (1) | 01/02/2009 | Common Stock | 3,754 | \$ 35.65 | D | Â |
| Employee Stock Option (Right to Buy) | Â (1) | 01/02/2010 | Common Stock | 4,114 | \$ 60.14 | D | Â |
| Employee Stock Option (Right to Buy) | Â (1) | 01/02/2011 | Common Stock | 6,944 | \$ 65.34 | D | Â |
| Employee Stock Option (Right to Buy) | Â (1) | 01/02/2012 | Common Stock | 5,458 | \$ 57.03 | D | Â |
| Employee Stock Option (Right to Buy) | Â (1) | 01/02/2013 | Common Stock | 3,744 | \$ 42.56 | D | Â |
| Employee Stock Option (Right to Buy) | Â (2) | 01/02/2014 | Common Stock | 3,962 | \$ 55.45 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|----------------------|
| | Director | 10% Owner | Officer | Other |
| RIEFLER LINDA H MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036 | Â | Â | Â | Chief Talent Officer |

Signatures

/s/ Linda H. Riefler 06/23/2006

**Signature of Reporting Person Date

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) Options become exercisable upon vesting. The award is fully exercisable.
- (2) Options become exercisable upon vesting. 50% of the award vested on January 2, 2006 and 50% will vest on January 2, 2007.

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.