

GORMAN JAMES P  
Form 4  
February 28, 2019

**FORM 4**

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

OMB APPROVAL

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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 \*  
GORMAN JAMES P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O MORGAN STANLEY, 1585 BROADWAY

3. Date of Earliest Transaction (Month/Day/Year)  
02/26/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman and CEO

(Street)  
NEW YORK, NY 10036

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

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		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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	01/22/2019		G	V	5,985	D	\$ 0	1,339,491.684	D	
Common Stock	02/19/2019		G	V	595	D	\$ 0	1,338,896.684	D	
Common Stock	02/20/2019		G	V	665	D	\$ 0	1,338,231.684	D	
Common Stock	02/26/2019		A <sup>(1)</sup>		245,991	A	\$ 0	1,584,222.684	D	
Common Stock	02/26/2019		F <sup>(2)</sup>		131,068	D	\$ 42.19	1,453,154.684	D	
								1,710.097	I	

Common  
Stock

By  
401(k)  
Plan

Common  
Stock

52,400 I

By  
Grantor  
Retained  
Annuity  
Trust

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

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(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, 4, and 5)	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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GORMAN JAMES P C/O MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036	X		Chairman and CEO	

## Signatures

/s/ Martin M. Cohen,  
Attorney-in-Fact

02/28/2019

\_\_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).
- (1) Shares earned based on the Company's achievement of pre-established performance criteria in accordance with the terms of long-term incentive program awards ("LTIP Awards") granted on January 20, 2016.
- (2) Shares withheld to satisfy taxes upon the conversion of LTIP Awards granted on January 20, 2016 and earned on February 26, 2019 as described in footnote (1).

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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