

Edgar Filing: SR TELECOM INC - Form SC 13G

SR TELECOM INC  
Form SC 13G  
December 12, 2005

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2

Under the Securities Exchange Act of 1934  
(Amendment No. )

SR TELECOM INC

-----  
(Name of Issuer)  
Common Stock

-----  
(Title of Class of Securities)

78464P208

-----  
(CUSIP Number)

SEPTEMBER 30, 2005

-----  
(Date Of Event which Requires Filing of this Statement)

Check the following box if a fee is being paid with this statement [ ].

-----

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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-----  
1. NAME OF REPORTING PERSON(S)  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON(S)  
Morgan Stanley  
IRS # 39-314-5972

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

-----  
3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION  
The state of organization is Delaware.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER 40,198,670
	6. SHARED VOTING POWER 0
	7. SOLE DISPOSITIVE POWER 40,198,670
	8. SHARED DISPOSITIVE POWER 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
40,198,670

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
69.5%

12. TYPE OF REPORTING PERSON\*  
IA, CO, HC

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

This Schedule 13G dated December 12, 2005 is filed with the Securities and Exchange Commission by the Reporting Persons (as defined below) to report beneficial ownership of common shares, no par value (the Shares) of SR Telecom Inc. (the Issuer) issuable upon conversion of the Issuer's 10% Secured Convertible Debentures due October 15, 2011 (the New Debentures). Calculation of percentage ownership assumes conversion of New Debentures beneficially owned only by the Reporting Persons, and no conversion of New Debentures by other holders of New Debentures. Assuming all holders of New Debentures (including the Reporting Persons) converted their New Debentures, the Reporting Persons would be deemed to be the beneficial owners of 11.0% of the Issuer's Shares as of September 30, 2005. As of December 12, 2005, due to events subsequent to September 30, 2005, including the mandatory conversion of CDN \$10,000,000 of the aggregate CDN \$75,500,000 principal amount of New Debentures, the Reporting Persons beneficially own 39.6% assuming conversion only of the New Debentures beneficially owned by the Reporting Persons. Assuming all holders of New Debentures (including the Reporting Persons) converted their New Debentures, the Reporting Persons would be deemed to be the beneficial owners of 11.6% of the Issuer's Shares as of December 12, 2005.

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1. NAME OF REPORTING PERSON(S)  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON(S)

Morgan Stanley & Co. Incorporated  
IRS # 13-265-5996

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

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3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
The state of organization is Delaware.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER 40,198,670
	6. SHARED VOTING POWER 0
	7. SOLE DISPOSITIVE POWER 40,198,670
	8. SHARED DISPOSITIVE POWER 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
40,198,670

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
69.5%

12. TYPE OF REPORTING PERSON\*  
BD, CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

\*\*Calculation of percentage ownership assumes conversion of New Debentures (as defined herein) beneficially owned only by the Reporting Persons, and no conversion of New Debentures by other holders of New Debentures. Assuming all holders of New Debentures (including the Reporting Persons) converted their New Debentures, the Reporting Persons would be deemed to be the beneficial owners of 11.0% of the Issuer's Shares as of September 30, 2005.

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Item 1. (a) Name of Issuer:  
SR TELECOM INC

(b) Address of Issuer's Principal Executive Offices:  
8150 TRANS CANADA HIGHWAY  
ST LAURENT, A1, H4C 1M5

Item 2. (a) Name of Person Filing:  
(a) Morgan Stanley  
(b) Morgan Stanley & Co. Incorporated

(b) Address of Principal Business Office, or if None, Residence:

(a) 1585 Broadway  
New York, New York 10036

(b) 1585 Broadway  
New York, New York 10036

(c) Citizenship:

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Incorporated by reference to Item 4 of the cover page pertaining to each reporting person.

-----  
(d) Title of Class of Securities:  
Common Stock  
-----

(e) CUSIP Number:  
78464P208  
-----

- Item 3. (a) Morgan Stanley is a parent holding company.
- (b) Morgan Stanley & Co. Incorporated is a Broker Dealer registered under section 15 of the Securities Exchange Act of 1934.

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Item 4. Ownership.

Incorporated by reference to Items (5) - (9) and (11) of the cover page.

(a) Morgan Stanley is filing solely in its capacity as the parent company of, and indirect beneficial owner of securities held by, one of its business units.

Item 5. Ownership of Five Percent or Less of a Class.

Inapplicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Accounts managed on a discretionary basis by Morgan Stanley are known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from, the sale of such securities.

See item 4 (a)

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company.

Item 8. Identification and Classification of Members of the Group.

Item 9. Notice of Dissolution of Group.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

\*\*Calculation of percentage ownership assumes conversion of New Debentures

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(as defined herein) beneficially owned only by the Reporting Persons, and no conversion of New Debentures by other holders of New Debentures. Assuming all holders of New Debentures (including the Reporting Persons) converted their New Debentures, the Reporting Persons would be deemed to be the beneficial owners of 11.0% of the Issuer's Shares as of September 30, 2005.

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Signature.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 12, 2005

Signature: /s/ Dennine Bullard

Name/Title Dennine Bullard /Executive Director, Morgan Stanley & Co. Inc.

MORGAN STANLEY

Date: December 12, 2005

Signature: /s/ Dennine Bullard

Name/Title Dennine Bullard /Executive Director, Morgan Stanley & Co. Inc.

MORGAN STANLEY & CO. INCORPORATED

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EXHIBIT 1	Secretary's Certificate Authorizing Dennine Bullard to Sign on behalf of Morgan Stanley	8

\* Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

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EXHIBIT 1 TO SCHEDULE 13G

DECEMBER 12, 2005

MORGAN STANLEY and MORGAN STANLEY & CO. INCORPORATED,  
hereby agree that, unless differentiated, this  
Schedule 13G is filed on behalf of each of the parties.

MORGAN STANLEY

BY: /s/ Dennine Bullard

Dennine Bullard/Executive Director, Morgan Stanley & Co. Incorporated

MORGAN STANLEY & CO. INCORPORATED

BY: /s/ Dennine Bullard

Dennine Bullard/Executive Director, Morgan Stanley & Co. Incorporated

\* Attention. Intentional misstatements or omissions of fact constitute federal  
criminal violations (see 18 U.S.C. 1001).

EX-99.1  
SECRETARY'S CERTIFICATE

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EXHIBIT 2

MORGAN STANLEY

SECRETARY'S CERTIFICATE

I, Charlene R. Herzer, a duly elected and acting Assistant Secretary  
of Morgan Stanley, a corporation organized and existing under the  
laws of the State of Delaware (the "Corporation"), certify as  
follows:

(1) Donald G. Kempf, Jr. is the duly elected Executive Vice  
President, Chief Legal Officer and Secretary of the

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Corporation;

- (2) Pursuant to Section 7.01 of the Bylaws of the Corporation and resolutions approved by the Board of Directors of the Corporation on September 25, 1998, the Chief Legal Officer is authorized to enter into agreements and other instruments on behalf of the Corporation and may delegate such powers to others under his jurisdiction; and
- (3) Donald G. Kempf signed a Delegation of Authority as of February 23, 2000, which authorized Dennine Bullard to sign reports to be filed under Section 13 and 16 of the Securities Exchange Act of 1934 on behalf of the Corporation. Such authorization is in full force and effect as of this date.

IN WITNESS WHEREOF, I have hereunto set my name and affixed the seal of the Corporation as of the 3rd day of February, 2005.

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Charlene R. Herzer  
Assistant Secretary