MORGAN STANLEY

Form 4

August 11, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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may continue.

See Instruction

Check this box

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading CHINA INVESTMENT CORP Issuer Symbol MORGAN STANLEY [MS] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director X 10% Owner Other (specify Officer (give title NEW POLY PLAZA, NO. 1 08/09/2010 below) CHAOYANGMEN BEIDAJIE, **DONGCHENG** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting BEIJING, F4 100010 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Reneficially Owned

		Table 1 - Non-Derivative Securities Acquired, Disposed of, of Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Pransaction Date 2A. Deemed 3. 4. Securities Acquired (A) onth/Day/Year) Execution Date, if Transaction Disposed of (D) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)			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 Indirect Beneficial Ownership (Instr. 4)		
Common Stock	08/09/2010		Code V S	Amount 1,600,000	(D)	Price \$ 27.42 (1)	150,782,379 (2)	I	Through wholly owned subsidiaries

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

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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)	4. 5. TransactionNumber Code of (Instr. 8) Derivativ Securities Acquired (A) or Disposed of (D)				7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
			Code V	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
PEPS	<u>(3)</u>				08/17/2010	08/17/2011	Common	116,062,911

Reporting Owners

Reporting Owner Name / Address	Relationships					
r	Director	10% Owner	Officer	Other		
CHINA INVESTMENT CORP						
NEW POLY PLAZA		V				
NO. 1 CHAOYANGMEN BEIDAJIE, DONGCHENG		X				
BEIJING, F4 100010						

Signatures

Units (3)

/s/ Jiwei Lou, Chairman & Chief Executive Officer, on behalf of China Investment Corporation

08/11/2010

Stock

**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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.30 to \$27.54, inclusive. The reporting person undertakes to provide to Morgan Stanley, any security holder of Morgan Stanley or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth.
- Includes shares issuable upon settlement of the premium equity participating security units ("PEPS Units") beneficially owned by the reporting person, as reported on Table II.
- (3) Previously reported. Each PEPS Unit will be settled for 20.80300 shares of Common Stock.

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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