MORGAN STANLEY

Form 4

August 23, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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

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 * MITSUBISHI UFJ FINANCIAL **GROUP INC**

> (First) (Last)

(Middle)

7-1, MARUNOUCHI 2-CHOME, CHIYODA-KU

(Street)

2. Issuer Name and Ticker or Trading Symbol

MORGAN STANLEY [MS]

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

06/30/2011

Director Officer (give title below)

10% Owner

(Check all applicable)

Other (specify

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

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Owned

Issuer

TOKYO, M0 100-8330

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

06/30/2011

Execution Date, if (Month/Day/Year)

4. Securities Acquired (A) or 3. TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership Securities Beneficially Form: Direct (D) or Indirect Following Reported (I)

(Instr. 4)

of Indirect Beneficial Ownership (Instr. 4)

7. Nature

 \mathbf{C}

Code V Amount

385,464,097

or (D) Price

20.34

(A)

(Instr. 3 and 4)

Transaction(s)

432,017,152

Series C

Non-Cumulative Non-Voting

Common Stock

Perpetual Pref

Stk

519,882 (1) D

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

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number.

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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ai Ni Sh
Series B Non-Cumulative Non-Voting Perpetual Conv Pfd Stk (2)	(2)	06/30/2011		С	7,839,209	<u>(2)</u>	(2)	Common Stock	3

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MITSUBISHI UFJ FINANCIAL GROUP INC
7-1, MARUNOUCHI 2-CHOME, CHIYODA-KU
TOKYO, M0 100-8330

Signatures

/s/ Akira Kamiya, Managing
Officer
08/19/2011

**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) Previously reported

Pursuant to an agreement between Morgan Stanley and the reporting person, Morgan Stanley agreed to adjust the conversion rate with respect to the Series B Preferred Stock such that each share of Series B Preferred Stock would be convertible into 49.1713 shares of Common Stock (rather than the previous 39.604 shares), subject to customary anti-dilution provisions. There was no expiration date for the conversion.

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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