

MORGAN STANLEY  
Form 4  
July 27, 2010

**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 \*  
CHINA INVESTMENT CORP

(Last) (First) (Middle)

NEW POLY PLAZA, NO. 1  
CHAOYANGMEN BEIDAJIE,  
DONGCHENG

(Street)

BEIJING, F4 100010

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/23/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 (Instr. 8)	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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/23/2010		S		1,875,000	D	\$ 27.05 (1)
							166,507,379 (3)
							I
							Through wholly owned subsidiaries
Common Stock	07/26/2010		S	V	2,750,000	D	\$ 27.04 (2)
							166,507,379 (3)
							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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the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth.

- (3) 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.
- (4) 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.

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