

HAYES LEMMERZ INTERNATIONAL INC  
 Form 4  
 May 10, 2007

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**MORGAN STANLEY**

2. Issuer Name and Ticker or Trading Symbol  
**HAYES LEMMERZ INTERNATIONAL INC [HAYZ]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**1585 BROADWAY**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/04/2007**

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

**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

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	05/04/2007		P		1,118	\$ 5.89	2,258,459 I By Subsidiary
Common Stock	05/04/2007		P		1,700	\$ 5.9	2,260,159 I By Subsidiary
Common Stock	05/04/2007		P		2,300	\$ 5.91	2,262,459 I By Subsidiary
Common Stock	05/04/2007		P		200	\$ 5.92	2,262,659 I By Subsidiary
Common Stock	05/07/2007		P		100	\$ 5.76	2,262,759 I By Subsidiary

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Common Stock	05/07/2007	P	6,900	A	\$ 5.82	2,269,659	I	By Subsidiary
Common Stock	05/07/2007	P	26	A	\$ 5.93	2,269,685	I	By Subsidiary
Common Stock	05/08/2007	P	300	A	\$ 5.62	2,269,985	I	By Subsidiary
Common Stock	05/08/2007	P	200	A	\$ 5.69	2,270,185	I	By Subsidiary
Common Stock	05/08/2007	P	100	A	\$ 5.71	2,270,285	I	By Subsidiary
Common Stock	05/08/2007	P	100	A	\$ 5.72	2,270,385	I	By Subsidiary
Common Stock	05/08/2007	P	11,728	A	\$ 5.73	2,282,113	I	By Subsidiary
Common Stock	05/08/2007	P	8,400	A	\$ 5.75	2,290,513	I	By Subsidiary
Common Stock	05/08/2007	S	100,000	D	\$ 5.73	2,190,513	I	By Subsidiary

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 Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036		X		

# Signatures

Morgan Stanley, By: /s/ Dennine Bullard, Authorized Signatory 05/10/2007

\_\_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).

## Remarks:

(1) Morgan Stanley became a 10% Owner due to the approval by shareholders of HAYES LEMMERZ INTERNATIONAL, INC in 2007, of, inter alia, a rights offering of up to \$180,000,000 to holders of the Company's outstanding Common Stock as of April 10, 2007, through the issuance of 55,384,615 rights to purchase one share of Common Stock at an exercise price of \$3.25 per share. The rights are due to expire on May 21, 2007, and the Reporting Person's status as a greater than 10% beneficial owner under the calculation methodology specified in Rule 13d-3 is not expected to continue after such date.

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.