

MORGAN STANLEY
Form 4
January 20, 2017

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 *
GORMAN JAMES P

(Last) (First) (Middle)

C/O MORGAN STANLEY, 1585 BROADWAY

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/18/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/18/2017		A ⁽¹⁾		117,292.85	A	\$ 0
Common Stock	01/18/2017		F ⁽²⁾		42,328	D	\$ 42.15
Common Stock	01/19/2017		M		284,827	A	\$ 22.98
Common Stock	01/19/2017		S		284,827 ⁽³⁾	D	\$ 42.2966 ⁽⁴⁾
Common Stock							40,115
						I	By Grantor

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) Restricted Stock Units granted in 2017 as part of 2016 year-end compensation, which are convertible to shares of Common Stock at a ratio of 1 to 1.

(2) Shares withheld to satisfy taxes upon the conversion of Restricted Stock Units granted on January 21, 2014.

(3) Shares sold in connection with an exercise of Employee Stock Options that expire on January 22, 2018.

(4) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$41.96 to \$42.57, 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 in this footnote.

(5) Options vested and became exercisable in three equal annual installments beginning on January 27, 2014. The Reporting Person continues to hold 424,731 vested Employee Stock Options with an exercise price of \$30.01 that expire on January 21, 2018.

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.