

SHEAR NEAL A  
Form 4  
December 23, 2005

**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 \*  
SHEAR NEAL A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
MORGAN STANLEY, 1585 BROADWAY

3. Date of Earliest Transaction (Month/Day/Year)  
12/23/2005

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

(Street)

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

NEW YORK, NY 10036

(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 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	12/23/2005		S	2,300 D \$ 58.3	767,588	D	
Common Stock	12/23/2005		S	3,200 D \$ 58.31	764,388	D	
Common Stock	12/23/2005		S	3,400 D \$ 58.32	760,988	D	
Common Stock	12/23/2005		S	3,700 D \$ 58.33	757,288	D	
Common Stock	12/23/2005		S	1,500 D \$ 58.34	755,788	D	

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Common Stock	12/23/2005	S	7,100	D	\$ 58.35	748,688	D	
Common Stock	12/23/2005	S	200	D	\$ 58.36	748,488	D	
Common Stock	12/23/2005	S	6,200	D	\$ 58.37	742,288	D	
Common Stock	12/23/2005	S	1,400	D	\$ 58.39	740,888	D	
Common Stock	12/23/2005	S	3,600	D	\$ 58.4	737,288	D	
Common Stock	12/23/2005	S	700	D	\$ 58.41	736,588	D	
Common Stock	12/23/2005	S	300	D	\$ 58.44	736,288	D	
Common Stock	12/23/2005	S	10,000	D	\$ 58.45	726,288	D	
Common Stock	12/23/2005	S	3,078	D	\$ 58.49	723,210	D	
Common Stock						10,889.115	I	By 401(k) Plan/ESOP Trust

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)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHEAR NEAL A MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036				Business Unit Head

## Signatures

/s/ Charlene R. Herzer,  
Attorney-in-Fact

12/23/2005

\_\_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).

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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