

SCHAEFER JOHN H  
 Form 4  
 December 09, 2002  
 SEC Form 4

<p><b>FORM 4</b></p> <p><input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b>                  Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287                  Expires: January 31, 2005                  Estimated average burden hours per response. . . . . 0.5</p>	
<p>1. Name and Address of Reporting Person*  <b>Schaefer, John H.</b></p> <p>_____</p> <p>(Last) (First)                  (Middle)</p> <p><b>Morgan Stanley</b>  <b>1585 Broadway</b></p> <p>_____</p> <p>(Street)</p> <p><b>New York, NY 10036</b></p> <p>_____</p> <p>(City) (State)                  (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>Morgan Stanley</b>  <b>MWD</b></p> <p>_____</p> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for Month/Day/Year</p> <p><b>12/5/2002</b></p> <p>_____</p> <p>5. If Amendment, Date of Original (Month/Day/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer                  (Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)</p> <p>Description <b><u>Head of Significant Business Unit</u></b></p> <p>_____</p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>

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/D	Price			
Common Stock	12/5/2002		A	(1)	29,959	A		230,372	D	
Common Stock								5,254	I	By 401(k) Plan/ESOP Trust

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	3. Transaction Date	3A. Deemed Execution Date, if	4. Transaction Code	5. Number of Derivative Securities Acquired (A)	6. Date Exercisable(DE) and Expiration	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially

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	Derivative Security	(Month/Day/Year)	any (Month/Day/Year)	(Instr.8)		or Disposed Of (D)		Date(ED) (Month/Day/Year)		(Instr. 3 and 4)		(Instr.5)	Owned Following Reported Transaction (Instr.4)
				Code	V	A	D	DE	ED	Title	Amount or Number of Shares		
Employee Stock Option (Right to Buy)	\$42.56	12/5/2002		A		67,408		01/02/05	01/02/13	Common Stock	67,408		67,408

Explanation of Responses:

1. Stock Units which are convertible into shares of Common Stock at a ratio of 1 to 1.

POWER OF ATTORNEY

The undersigned hereby makes, constitutes and appoints each of Ralph L. Pellecchio, Ronald T. Carman, Martin M. Cohen, Charlene R. Herzer, W. Gary Beeson, Ola E. Lotfy and William J. O'Shaughnessy, Jr. to act severally and not jointly, as his true and lawful agents and attorneys-in-fact, with full power and authority to act hereunder, each in his/her discretion, in the name of and for and on behalf of the undersigned as fully as could the undersigned if present and acting in person, to make any and all required or voluntary filings under Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the applicable rules and regulation thereunder, with the Securities and Exchange Commission, any and all applicable stock exchanges, Morgan Stanley Dean Witter & Co. ("MSDW") and any other person or entity to which such filings may be required under Section 16(a) of the Exchange Act as a result of the undersigned's status as an officer, director or stockholder of MSDW. This power of attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to securities of MSDW.

IN WITNESS WHEREOF, the undersigned has executed this power of attorney, effective as of this 25th day of June, 1998.

By: /s/ John H. Schaefer  
John H. Schaefer

By:  
/s/ CRHerzer, Attorney-in-Fact  
12/9/02  
\*\* Signature of Reporting Person  
Date

SEC 1474 (9-02)

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

\* 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

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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.

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.