

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)
				(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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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
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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