

MADIGAN JOHN W  
 Form 4  
 April 15, 2003  
 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>Madigan, John W.</b></p> <hr/> <p>(Last) (First)                  (Middle)</p> <p><b>Morgan Stanley</b>  <b>1585 Broadway</b></p> <hr/> <p>(Street)</p> <p><b>New York, NY 10036</b></p> <hr/> <p>(City) (State)                  (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>Morgan Stanley</b>  <b>MWD</b></p> <hr/> <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>04/11/2003</b></p> <hr/> <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 checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <p>Description</p> <hr/> <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	04/11/2003		A		1,200	A			D	
Common Stock	04/11/2003		A (1)		604	A	\$41.54	6,489	D	

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 Deri-	3. Transaction Date (Month/	3A. Deemed Execution Date, if any	4. Transaction Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. N

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	Native Security	Day/Year	(Month/Day/Year)	Disposed Of (D) (Instr. 3, 4 and 5)				DE	ED	Title	Amount or Number of Shares		
				Code	V	A	D						
Non-Qualified Stock Option (Right to Buy)	\$41.54	04/11/2003		A		8,000		10/10/2003	04/11/2013	Common Stock	8,000		
Non-Qualified Stock Option (Right to Buy)	\$41.54	04/11/2003		A (2)		2,527 (3)		10/10/2003	04/11/2013	Common Stock	2,527	\$13.85 (4)	

Explanation of Responses:

1. Stock units acquired under the deferred compensation provisions of Morgan Stanley's Directors' Equity Capital Accumulation Plan (DECAP), which are convertible into shares of Common Stock at a ratio of 1 to 1.
2. Stock options acquired under the deferred compensation provisions of DECAP.
3. In accordance with the deferred compensation provisions of DECAP, the number of DECAP stock options is determined by dividing the amount of the annual cash retainer by the fair market value of a share of Common Stock on the award date and multiplying the result by 3.
4. In accordance with the deferred compensation provisions of DECAP, the deemed purchase price of each DECAP stock option is one-third the fair market value of a share of Common Stock on the award date.

By:

/s/ CRHerzer

CRHerzer, Attorney-In-Fact

\*\* Signature of Reporting Person

Date:

04/15/2003

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 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.