MORGAN STANLEY

Form 4

November 18, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person * GLOCER THOMAS H			2. Issuer Name and Ticker or Trading Symbol MORGAN STANLEY [MS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Mi		(Middle)	3. Date of Earliest Transaction	(Enter un applicable)				
			(Month/Day/Year)	X Director 10% Owner				
C/O MORGAN STANLEY, 1585 BROADWAY		Y, 1585	11/17/2016	Officer (give title Other (specify below)				
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
NEW YORK, NY 10036			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reportin Person				

(5)	()	Ta	ble I - Non	-Derivative Se	curiti	es Acquired	, Disposed of, or	Beneficially	Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3.	4. Securities And Disposed of (•	red (A) or	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	(Wionin/Day/Tear)	any	Code	(Instr. 3, 4 an	1		Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned Following	Direct (D) or Indirect	Ownership (Instr. 4)
					(A)		Reported Transaction(s)	(I) (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(Illsu. 4)	
Common Stock	11/17/2016		$A_{\underline{(1)}}$	1,322.082	A	\$ 39.7101	47,251.471	D	

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)

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative		•		Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(
					4, and 5)						
					.,						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
GLOCER THOMAS H C/O MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036	X						

Signatures

/s/ Martin M. Cohen, Attorney-in-Fact

11/18/2016

**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).
- (1) Deferred stock units granted under the Morgan Stanley Directors' Equity Capital Accumulation Plan in lieu of cash retainers paid for service on the Morgan Stanley Board of Directors. Stock units are convertible into shares of Common Stock at a ratio of 1 to 1.

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.

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