#### KELLEHER THOMAS COLM

Form 4 January 24, 2013

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person \* KELLEHER THOMAS COLM

2. Issuer Name and Ticker or Trading Symbol

Issuer

(Last)

(City)

(Instr. 3)

Common

(First)

(Middle)

(Zip)

MORGAN STANLEY [MS]

below)

(Check all applicable)

5. Relationship of Reporting Person(s) to

C/O MORGAN STANLEY, 1585

(Street)

(State)

01/22/2013

3. Date of Earliest Transaction

(Month/Day/Year) 01/22/2013

Director X\_ Officer (give title

10% Owner Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

**BROADWAY** 

4. If Amendment, Date Original

Filed(Month/Day/Year)

S

President, Inst'l Securities 6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10036

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if (Month/Day/Year)

4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)

53,486

(A) (Instr. 3 and 4) Price

22.2296

(1)

(I) (Instr. 4)

Form:

Direct (D)

or Indirect

Code V Amount (D) \$

D

442,865.016 D

Stock

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

SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

### Edgar Filing: KELLEHER THOMAS COLM - Form 4

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 22.98	01/22/2013		A	445,425		(2)	01/22/2018	Common Stock	445,42

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KELLEHER THOMAS COLM C/O MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036

President, Inst'l Securities

# **Signatures**

/s/ Martin M. Cohen,

Attorney-in-Fact 01/24/2013

\*\*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).
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$22.22 to \$22.25, inclusive. The Reporting Person undertakes to provide to Morgan Stanley, any security holder of Morgan Stanley or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2) The Black-Scholes value of the Stock Option award is \$2,411,669. Options will vest and become exercisable in three equal annual installments beginning on January 27, 2014.

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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