Feihe International Inc
Form 4
October 09, 2012

# 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 *
MORGAN STANLEY

(Last) (First) (Middle)

1585 BROADWAY

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Feihe International Inc [ADY]

3. Date of Earliest Transaction (Month/Day/Year)
10/03/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
_____ Officer (give title below) __X__ Other (specify below)
See Remarks Below

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**

| 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) or (D) | Price | | | |
| Common Stock, $0.001 par value per share | 10/03/2012 | | S | | 100 | D | $ 6.42 | 87,354 | I | See Footnote (1) (2) |
| Common Stock, $0.001 par value per share | 10/03/2012 | | P | | 565 | A | $ 6.55 | 87,919 | I | See Footnote (1) (2) |
| Common Stock, | 10/03/2012 | | P | | 100 | A | $ 6.75 | 88,019 | I | See Footnote |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| $0.001 par value per share | | | | | | | | | (1) (2) |
| Common Stock, $0.001 par value per share | 10/03/2012 | | P | 100 | A | $ 6.19 | 88,119 | I | See Footnote (1) (2) |
| Common Stock, $0.001 par value per share | 10/04/2012 | | S | 100 | D | $ 6.68 | 88,019 | I | See Footnote (1) (2) |
| Common Stock, $0.001 par value per share | 10/04/2012 | | S | 100 | D | $ 6.6 | 87,919 | I | See Footnote (1) (2) |
| Common Stock, $0.001 par value per share | 10/04/2012 | | S | 100 | D | $ 6.64 | 87,819 | I | See Footnote (1) (2) |
| Common Stock, $0.001 par value per share | 10/04/2012 | | S | 100 | D | $ 6.64 | 87,719 | I | See Footnote (1) (2) |
| Common Stock, $0.001 par value per share | 10/04/2012 | | S | 100 | D | $ 6.74 | 87,619 | I | See Footnote (1) (2) |
| Common Stock, $0.001 par value per share | 10/05/2012 | | P | 100 | A | $ 6.8 | 87,719 | I | See Footnote (1) (2) |
| Common Stock, $0.001 par value per share | 10/05/2012 | | P | 100 | A | $ 6.82 | 87,819 | I | See Footnote (1) (2) |

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (9-02)

**required to respond unless the form displays a currently valid OMB control number.**

**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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| MORGAN STANLEY<br>1585 BROADWAY<br>NEW YORK, NY 10036 | | | | See Remarks Below |

# Signatures

| | |
|---|---|
| /s/ Christopher O'Dell, Title: Authorized Signatory | 10/09/2012 |
| **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)** Morgan Stanley may be deemed to beneficially own shares of Common Stock beneficially owned by operating units (collectively, the "MS Reporting Units") of Morgan Stanley, its subsidiaries and affiliates (collectively, "MS"). This filing does not reflect securities, if any, beneficially owned by any operating units of MS whose ownership of securities is disaggregated from that of the MS Reporting Units in accordance with Securities and Exchange Commission Release No. 34-39538 (1/12/98). Neither the filing of this Form 4 nor any of its contents shall be deemed to constitute an admission by MS that it is the beneficial owner of any such shares of Common Stock for purposes of Section 16 of the Securities Exchange Act of 1934, or for any other purpose, and MS expressly disclaims the beneficial ownership thereof except to the extent of its pecuniary interest therein, if any.

**(2)** Without admitting any legal obligation, MS will remit $91 to Feihe International, Inc., in connection with the short-swing transactions reported herein.

**Remarks:**
Morgan Stanley and Mr. You-Bin Leng may be considered members of a group beneficially owning more than 10% of the Co

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.