

GORMAN JAMES P  
Form 4  
February 28, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
GORMAN JAMES P

2. Issuer Name and Ticker or Trading Symbol  
MORGAN STANLEY [MS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O MORGAN STANLEY, 1585 BROADWAY

3. Date of Earliest Transaction (Month/Day/Year)  
02/26/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman and CEO

(Street)  
NEW YORK, NY 10036

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

**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 |   | 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 Ownership (Instr. 4) |       |
|---------------------------------|--------------------------------------|--|---------------------|---|---|------------|---|--|-----------------------------------|-------|
|                                 |                                      |  | Code                | V | Amount  | (A) or (D) |   |  |                                   | Price |
| Common Stock                    | 01/22/2019                           |  | G                   | V | 5,985   | D          | \$ 0  | 1,339,491.684  | D                                 |       |
| Common Stock                    | 02/19/2019                           |  | G                   | V | 595   | D          | \$ 0  | 1,338,896.684  | D                                 |       |
| Common Stock                    | 02/20/2019                           |  | G                   | V | 665   | D          | \$ 0  | 1,338,231.684  | D                                 |       |
| Common Stock                    | 02/26/2019                           |  | A <sup>(1)</sup>    |   | 245,991   | A          | \$ 0  | 1,584,222.684  | D                                 |       |
| Common Stock                    | 02/26/2019                           |  | F <sup>(2)</sup>    |   | 131,068   | D          | \$ 42.19  | 1,453,154.684  | D                                 |       |
|                                 |                                      |  |                     |   |   |            |   | 1,710.097  | I                                 |       |

Common  
Stock

By  
401(k)  
Plan

Common  
Stock

52,400 I

By  
Grantor  
Retained  
Annuity  
Trust

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

SEC 1474  
(9-02)

**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 (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| GORMAN JAMES P<br>C/O MORGAN STANLEY<br>1585 BROADWAY<br>NEW YORK, NY 10036 | X             |           | Chairman and CEO |       |

## Signatures

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

02/28/2019

\_\_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) Shares earned based on the Company's achievement of pre-established performance criteria in accordance with the terms of long-term incentive program awards ("LTIP Awards") granted on January 20, 2016.
- (2) Shares withheld to satisfy taxes upon the conversion of LTIP Awards granted on January 20, 2016 and earned on February 26, 2019 as described in footnote (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.