



DIVISION OF
CORPORATION FINANCE

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

September 30, 2010

Ruth Porat
Chief Financial Officer
Morgan Stanley
1585 Broadway
New York, NY 10036

**Re: Morgan Stanley
Form 10-K for Fiscal Year Ended
December 31, 2009
Filed February 26, 2010
Definitive Proxy Statement
Filed April 12, 2010
Form 8-K
Filed April 21, 2010
Form 10-Q for Quarterly Period Ended
March 31, 2010
Filed May 7, 2010
File No. 001-11758**

Dear Ms. Porat:

We have completed our review of your filings and do not have any further comments at this time.

Sincerely,

Robert Telewicz
Senior Staff Accountant