

FORM D

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

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OMB APPROVAL table with OMB Number, Expires, and Estimated average burden.

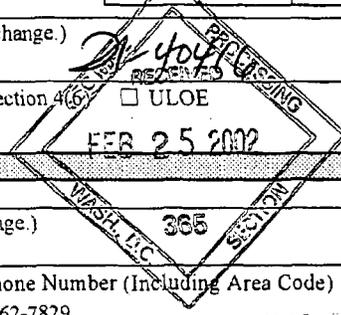
FORM D



NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR URM LIMITED OFFERING EXEMPTION

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED.

Name of Offering (Morgan Stanley Real Estate Fund IV Private Investors Domestic, L.P.) Filing Under (Rule 504, Rule 505, Rule 506, Section 4(6), ULOE) Type of Filing (New Filing, Amendment)



A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer Name of Issuer (Morgan Stanley Real Estate Fund IV Private Investors Domestic, L.P.) Address of Executive Offices (1585 Broadway, New York, New York 10036) Telephone Number (212) 762-7829 Address of Principal Business Operations

Brief Description of Business: Morgan Stanley Real Estate Fund IV Private Investors Domestic, L.P. is being organized to acquire a limited partnership interest in Morgan Stanley Real Estate Fund IV Domestic, L.P., a Delaware limited partnership, organized to acquire primarily U.S. real estate related assets, portfolios and companies.

Type of Business Organization: limited partnership, already formed

Actual or Estimated Date of Incorporation or Organization: 06/01 Actual Jurisdiction of Incorporation or Organization: CN

PROCESSED MAR 05 2002 THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal: Who Must File, When To File, Where to File, Copies Required, Information Required, Filing Fee

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form.

ATTENTION Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays SEC 1972 (7-00) 1 of 8 a currently valid OMB control number.

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ 0.00	\$ 0.00
Equity .....	\$ 0.00	\$ 0.00
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ 0.00	\$ 0.00
Partnership Interests .....	\$ 750,000,000.00	\$ 58,770,058.77
Other (Specify _____) .....	\$ 0.00	\$ 0.00
<b>Total</b> .....	<b>\$ 750,000,000.00</b>	<b>\$ 58,770,058.77</b>

(See Addendum 4)

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	78	\$ 58,770,058.77
Non-accredited Investors .....	0	\$ 0.00
<b>Total (for filings under Rule 504 only)</b> .....	<b>78</b>	<b>\$ 58,770,058.77</b>

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	_____	\$ _____
Regulation A .....	_____	\$ _____
Rule 504 .....	_____	\$ _____
<b>Total</b> .....	_____	<b>\$ _____</b>

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ _____
Legal Fees .....	<input type="checkbox"/>	\$ _____
Accounting Fees .....	<input type="checkbox"/>	\$ _____
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ _____
Other Expenses (identify) _____	<input type="checkbox"/>	\$ _____
<b>Total</b> .....	<input type="checkbox"/>	<b>\$ _____</b>

Addendum 4

The Issuer, in conjunction with certain other domestic sister partnerships, is seeking to raise \$750 million in aggregate capital commitments. At the discretion of the Issuer's General Partner, the Issuer may accept a greater or lesser amount of capital commitments, but in no event will it accept more than \$1.0 billion, unless approved by a committee of certain limited partners that are not affiliated with Morgan Stanley Dean Witter & Co.

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

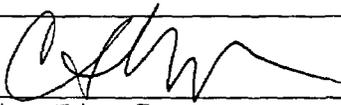
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$ 750,000,000.00

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): <u>Capital will be drawn down as needed to fund investments, to pay down</u>	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
<u>indebtedness outstanding from time to time or to cover costs of operations that cannot</u>		
<u>be funded with revenues from operations.</u>	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ 750,000,000.00
Column Totals .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ 750,000,000.00
Total Payments Listed (column totals added) .....	<input type="checkbox"/> \$ 750,000,000.00	

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Morgan Stanley Real Estate Fund IV Private Investors Domestic, L.P.	Signature 	Date February 22, 2002
Name of Signer (Print or Type) Cindy Woon	Title of Signer (Print or Type) Authorized Signatory of MSREF IV Domestic-GP, LLC, Issuer's General Partner	

**ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)