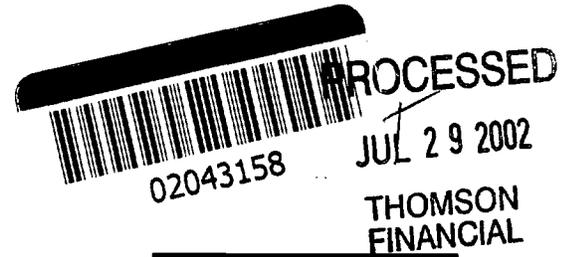


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SEC 1972 (6/02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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.



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

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

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response . . . 1

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
Offering of limited partnership interests in Morgan Stanley Institutional Fund of Hedge Funds LP

Filing Under (Check box(es) that apply) Rule 504 Rule 505 Rule 506 Section 4(6) ULOE

Type of Filing: New Filing Amendment

pt

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Morgan Stanley Alternative Investment Partners LP

Full Name (Last name first, if individual)

One Tower Bridge, 100 Front Street, Suite 1100, West Conshohocken, PA 19428-2881

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Morgan Stanley AIP GP LP

Full Name (Last name first, if individual)

One Tower Bridge, 100 Front Street, Suite 1100, West Conshohocken, PA 19428-2881

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Commonwealth of Pennsylvania State Employees' Retirement System

Full Name (Last name first, if individual)

30 North Third Street, Harrisburg, PA 17101

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director¹ General and/or Managing Partner

Barrett, John D., II

Full Name (Last name first, if individual)

Barrett Associates, Inc., 565 Fifth Avenue, New York, NY 10017

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director¹ General and/or Managing Partner

Gerrity, Thomas P.

Full Name (Last name first, if individual)

219 Grays Lane, Haverford, PA 19041

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director¹ General and/or Managing Partner

Jones, Gerard E.

Full Name (Last name first, if individual)

Shipman & Goodwin, LLP, 43 Arch Street, Greenwich, CT 06830

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

¹ Director of Morgan Stanley Institutional Fund of Hedge Funds LP.

² Executive Officer Morgan Stanley Institutional Fund of Hedge Funds LP.

³ Director of Morgan Stanley Alternative Investment Partners LP, the General Partner of Morgan Stanley Institutional Fund of Hedge Funds LP.

⁴ Executive Officer of Morgan Stanley Alternative Investment Partners LP.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director¹ General and/or Managing Partner

Kearns, Joseph J.

Full Name (Last name first, if individual)
6287 Via Escondido, Malibu, CA 90265

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director¹ General and/or Managing Partner

McLean, Vincent R.

Full Name (Last name first, if individual)
702 Shackamaxon Dr., Westfield, NJ 07090

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director¹ General and/or Managing Partner

Morong, C. Oscar, Jr.

Full Name (Last name first, if individual)
1385 Outlook Drive West, Mountainside, NJ 07092

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director¹ General and/or Managing Partner

Morton, William G., Jr.

Full Name (Last name first, if individual)
100 Franklin Street, Boston, MA 02110

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director¹ General and/or Managing Partner

Nugent, Michael

Full Name (Last name first, if individual)
Triumph Capital, L.P., 237 Park Avenue, New York, NY 10017

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer² Director¹ General and/or Managing Partner

Robison, Ronald E.

Full Name (Last name first, if individual)
1221 Avenue of the Americas, New York, NY 10020

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director¹ General and/or Managing Partner

Biggs, Barton M.

Full Name (Last name first, if individual)
1221 Avenue of the Americas, New York, NY 10020

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer² Director General and/or Managing Partner

Chang, Stefanie V.

Full Name (Last name first, if individual)
1221 Avenue of the Americas, New York, NY 10020

Business or Residence Address (Number and Street, City, State, Zip Code)

¹ Director of Morgan Stanley Institutional Fund of Hedge Funds LP.

² Executive Officer Morgan Stanley Institutional Fund of Hedge Funds LP.

³ Director of Morgan Stanley Alternative Investment Partners LP, the General Partner of Morgan Stanley Institutional Fund of Hedge Funds LP.

⁴ Executive Officer of Morgan Stanley Alternative Investment Partners LP.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer⁴ Director² General and/or Managing Partner

Coes, R. Putnam, III

Full Name (Last name first, if individual)

One Tower Bridge, 100 Front Street, Suite 1100, West Conshohocken, PA 19428-2881

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer⁴ Director General and/or Managing Partner

Coates, John S.

Full Name (Last name first, if individual)

One Tower Bridge, 100 Front Street, Suite 1100, West Conshohocken, PA 19428-2881

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director¹ General and/or Managing Partner

Reid, Fergus

Full Name (Last name first, if individual)

85 Charles Colman Blvd., Pawling, NY 12564

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

¹ Director of Morgan Stanley Institutional Fund of Hedge Funds LP.

² Executive Officer Morgan Stanley Institutional Fund of Hedge Funds LP.

³ Director of Morgan Stanley Alternative Investment Partners LP, the General Partner of Morgan Stanley Institutional Fund of Hedge Funds LP.

⁴ Executive Officer of Morgan Stanley Alternative Investment Partners LP.

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
Answer also in Appendix, Column 2, if filing under ULOE. [] [X]

2. What is the minimum investment that will be accepted from any individual? \$ 250,000*
*(The minimum initial investment is \$250,000, except that the General Partner may waive this minimum initial investment amount for certain officers, directors or key employees of the General Partner and other Morgan Stanley affiliates.)

3. Does the offering permit joint ownership of a single unit? Yes No
[X] []

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Morgan Stanley & Co. Incorporated
Full Name (Last name first, if individual)
1585 Broadway, New York, NY 10036
Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States) [X] All States

- [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Morgan Stanley Distribution, Inc.
Full Name (Last name first, if individual)
One Tower Bridge, 100 Front Street, Suite 1100, West Conshohocken, PA 19428-2881
Business or Residence Address (Number and Street, City, State, Zip Code)

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States) [X] All States

- [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States) [] All States

- [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

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	\$ 0
Equity	\$ 0	\$ 0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ *	\$ 582,000,000
Other (Specify _____).	\$ 0	\$ 0
Total	\$ *	\$ 582,000,000

* Ongoing – no maximum

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

2. Enter the number of accredited and non-accredited investors who 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.....	2	\$ 582,000,000
Non-accredited Investors.....	0	\$ 0
Total (for filings under Rule 504 only)	N/A	\$ N/A

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, 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	N/A	\$ 0
Regulation A	N/A	\$ 0
Rule 504	N/A	\$ 0
Total	N/A	\$ 0

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"/>	\$ 0
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	\$ 30,000
Legal Fees	<input checked="" type="checkbox"/>	\$175,000
Accounting Fees.....	<input checked="" type="checkbox"/>	\$ 10,000
Engineering Fees.....	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ 0
Other Expenses (identify) <u>Miscellaneous offering costs</u>	<input checked="" type="checkbox"/>	\$ 35,000
Total	<input checked="" type="checkbox"/>	\$250,000

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-Questions 4.a. This difference is the "adjusted gross proceeds to the issuer.".....

\$ _____ *
* Ongoing – no maximum

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 checked="" 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>investment in securities</u>	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ *
Column Totals.....	<input checked="" type="checkbox"/> \$ *	<input checked="" type="checkbox"/> \$ *

Total Payments Listed (column totals added) \$ _____ *
* Ongoing – no maximum

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 Institutional Fund of Hedge Funds LP	Signature 	Date July 15, 2002
Name of Signer (Print or Type) Ronald E. Robison	Title (Print or Type) President	

ATTENTION

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