



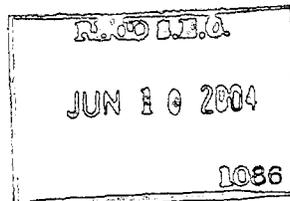
Richard A. Mikaliunas
 Senior Vice President
 Capital Markets

American Stock Exchange
 86 Trinity Place
 New York, NY 10006
 T 212 306 1807
 F 212 306 2066
 richard.mikaliunas@amex.com

1-16589-01

June 10, 2004

Ms. Willie Mae Stroud
 Filer Support - 2
 Room 1004, Mail Stop 1-4
 Office of Filing Information & Consumer Services
 Division of Market Regulation
 Securities and Exchange Commission
 Judiciary Plaza
 450 Fifth Street, NW
 Washington, D.C. 20549



PROCESSED

JUN 15 2004

THOMSON FINANCIAL

Dear Ms. Stroud:

This is to certify that the American Stock Exchange, (the "Exchange") received from Morgan Stanley (the "Registrant") a copy of the Company's application on Form 8-A for the registration of the following security:

Global Medium-Term Notes, Series C
8% Stock Participation Accreting Redemption Quarterly-pay Securities
"SPARQS[®]"
Mandatorily Exchangeable for the Common Stock of Yahoo! Inc.
Due July 15, 2005

We further certify that the above security has been approved by the Exchange for listing and registration, upon official notice of issuance, and understand that the 8A will be immediately effective upon your receipt of this letter.

Sincerely,