



CERTAIN
AMERICAN
STOCK EXCHANGE
 Equities Options ETFs



REC'D S.E.C.
 JUL 20 2004
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1-16589-01

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July 20, 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
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 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
6% Stock Participation Accreting Redemption Quarterly-pay Securities
"SPARQS[®]"
Mandatorily Exchangeable for the Common Stock of EMC Corporation
Due August 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,

Richard A. Mikaliunas