



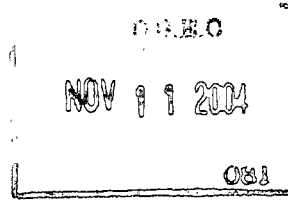
Cert Amx



1-11758

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



November 11, 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

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<sup>®</sup>"  
Mandatorily Exchangeable for the Common Stock of  
International Game Technology  
Due December 1, 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.

PROCESSED

NOV 18 2004

THOMSON  
FINANCIAL

Sincerely,

Richard A. Mikaliunas