

091-03641 M

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 19b-4(e)**

**Information Required of a Self-Regulatory Organization Listing and Trading a New  
Derivative Securities Product Pursuant to Rule 19b-4(e) Under the Securities Exchange Act of 1934**

**READ ALL INSTRUCTIONS PRIOR TO COMPLETING FORM**

**Part I Initial Listing Report**

1. Name of Self-Regulatory Organization Listing New Derivative Securities Product:

NYSE Arca, Inc.

2. Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):

Corporation

3. Class of New Derivative Securities Product:

Equity Linked Notes

4. Name of Underlying Instrument:

Common stock of: Alliant Techsystems Inc., Boeing Company, Engineered Support Systems Inc., Empresa Brasileira de Aeronautica SA, Flir Systems Inc., General Dynamics Corporation, Goodrich Corporation, Honeywell International Inc., ITT Corporation, L-3 Communications Holdings Inc., Lockheed Martin Corporation, Northrop Grumman Corporation, Raytheon Company, United Defense Industries Inc., United Technologies Corporation

5. If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow-Based:

N/A

6. Ticker Symbol(s) of New Derivative Securities Product:

DFB

7. Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:

New York Stock Exchange

8. Settlement Methodology of New Derivative Securities Product:

Regular way trades settle on T+3/Book entry only held in DTC.

9. Position Limits of New Derivative Securities Product (if applicable):

Not applicable.

**Part II Execution**

The undersigned represents that the governing body of the above-referenced Self-Regulatory Organization has duly approved, or has duly delegated its approval to the undersigned for, the listing and trading of the above-referenced new derivative securities product according to its relevant trading rules, procedures, surveillance programs and listing standards.

Name of Official Responsible for Form:

Mary Yeager

DEC 18 2008

THOMSON REUTERS

Title:

Corporate Secretary

Telephone Number:

(212) 656-2062

Manual Signature of Official Responsible for Form:

November 24, 2008

SEC 2449 (1/99)

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public	
Availability:	NOV 28 2008



Mary Yeager  
Corporate Secretary

NYSE Arca, Inc.  
11 Wall Street  
New York, NY 10005



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tel: 212.656.2062  
fax: 212.656.3939  
myeager@nyse.com

Via Overnight Mail

November 24, 2008

Ms. Gail Jackson  
US Securities and Exchange Commission  
Division of Market Regulation  
Station Place – Building I  
100 F Street, N.E. – Room 6628  
Washington, DC 20549

**Re: Form 19b-4(e) – Morgan Stanley**

Dear Ms. Jackson:

Enclosed for filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 and Rule 19b-4 thereunder, please find an original and nine copies of Form 19b-4(e) with respect to the following securities:

- Morgan Stanley, Capital Protected Notes based on the values of the S&P Midcap 400 Index due October 30, 2010 (Ticker Symbol MST);
- Morgan Stanley, Capital Protected Notes based on the values of the S&P 500 Index due June 30, 2011 (Ticker Symbol NPS);
- Morgan Stanley, Capital Protected Notes based on the values of the S&P 500 Index due December 30, 2011 (Ticker Symbol MOR);
- Morgan Stanley, 0.40% PROTECTED Performance Equity Linked Securities (“PROPELS”) Based on the Value of the Dow Jones Industrial Average due December 30, 2011 (Ticker Symbol PDJ);
- Morgan Stanley, Outperformance Performance Leveraged Upside Securities (“PLUS”) based on the performance of the S&P 100 Index Relative to the Russell 2000 Index due December 20, 2008 (Ticker Symbol RAO);
- Morgan Stanley, Capital Protected Notes based on the values of the AMEX China Index due December 30, 2009 (Ticker Symbol CAX);
- Morgan Stanley, Capital Protected Bear Notes based on Philadelphia Stock Exchange Housing Sector Index due August 30, 2010 (Ticker Symbol HPB);
- Morgan Stanley, Capital Protected Notes based on MSCI EAFE Index due December 30, 2008 (Ticker Symbol EEC);
- Morgan Stanley, Capital Protected Notes based on the Dow Jones EURO STOXX 50 Index, the S&P 500 Index, and the Nikkei 225 Index due August 20, 2011 (Ticker Symbol GBC);

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
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- Morgan Stanley, Capital Protected Notes based on the Dow Jones EURO STOXX 50 Index, the S&P 500 Index, and the Nikkei 225 Index due February 20, 2011 (Ticker Symbol GBI);
- Morgan Stanley, Capital Protected Notes based on the Dow Jones EURO STOXX 50 Index, the S&P 500 Index, and the Nikkei 225 Index due July 20, 2011 (Ticker Symbol GIC);
- Morgan Stanley, Capital Protected Notes based on the Dow Jones EURO STOXX 50 Index, the S&P 500 Index, and the Nikkei 225 Index due July 20, 2010 (Ticker Symbol IIL);
- Morgan Stanley, Capital Protected Notes based on the Dow Jones EURO STOXX 50 Index, the S&P 500 Index, and the Nikkei 225 Index due April 20, 2010 (Ticker Symbol MIB);
- Morgan Stanley, Protected Absolute Return Barrier Notes Based on the Price of Shares of the iShares<sup>®</sup> MSCI EAFE Index Fund due December 20, 2008 (Ticker Symbol EHN);
- Morgan Stanley, Capital Protected Notes based on the value of a Basket of 15 Companies in the Energy Industry due September 30, 2012 (Ticker Symbol BEM);
- Morgan Stanley, BRoad InDex Guarded Equity-Linked Securities ("BRIDGES") based upon the value of the Common Stock of Ten Companies due March 30, 2009 (Ticker Symbol TPA);
- Morgan Stanley, BRoad InDex Guarded Equity-Linked Securities ("BRIDGES") based upon the value of the Common Stock of Ten Companies due February 28, 2009 (Ticker Symbol TPS);
- Morgan Stanley, BRoad InDex Guarded Equity-Linked Securities ("BRIDGES") based upon the value of Fifteen Companies in the Financial Sector due August 30, 2009 (Ticker Symbol MBK);
- Morgan Stanley, BRoad InDex Guarded Equity-Linked Securities ("BRIDGES") based upon the value of Fifteen Companies in the Aerospace and Defense Sector due October 30, 2009 (Ticker Symbol DFB);
- Morgan Stanley, BRoad InDex Guarded Equity-Linked Securities ("BRIDGES") based upon the value of Fifteen Companies in the Oil Industry due June 15, 2010 (Ticker Symbol BOI).

If you have any questions, please do not hesitate to call me at (212) 656-2062.

Sincerely,

Enclosures

Cc: Tim Malinowski (NYSE Euronext)

**END**