

091-539261-11

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NOV 26 2008

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

MARKET REGULATION
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 Index-Linked Securities

4. Name of Underlying Instrument:
S&P 500 Index

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

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

7. Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:
New York Stock Exchange, Nasdaq Stock Market, NYSE Alternext US

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.

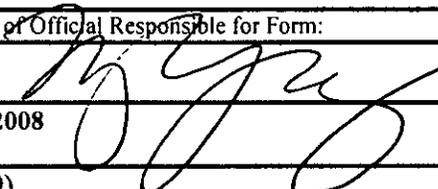
Part II Execution

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

Title:
Corporate Secretary

Telephone Number:
(212) 656-2062

Manual Signature of Official Responsible for Form:


November 24, 2008

SEC 2449 (1/99)



PROCESSED

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THOMSON REUTERS

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	NOV 26 2008

Mary Yeager
Corporate Secretary

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



tel: 212.656.2062
fax: 212.656.3939
myeager@nyse.com

Via Overnight Mail

DIVISION OF MARKET REGULATION

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

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	NOV 26 2008

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, 12% Stock Participation Accreting Redemption Quarterly-pay SecuritiesSM (“SPARQS[®]”) Mandatorily Exchangeable for common stock of Weatherford International Ltd. Due July 20, 2009 (Ticker Symbol WVK);
- Morgan Stanley, 10% Stock Participation Accreting Redemption Quarterly-pay SecuritiesSM (“SPARQS[®]”) Mandatorily Exchangeable for common stock of Baker Hughes Inc. due May 20, 2009 (Ticker Symbol BSL);
- Morgan Stanley, 8% Stock Participation Accreting Redemption Quarterly-pay SecuritiesSM (“SPARQS[®]”) Mandatorily Exchangeable for common stock of Intel Corporation due July 20, 2009 (Ticker Symbol ADJ);
- Morgan Stanley, 14% Stock Participation Accreting Redemption Quarterly-pay SecuritiesSM (“SPARQS[®]”) Mandatorily Exchangeable for common stock of Apple Inc. due March 20, 2009 (Ticker Symbol ANY);
- Morgan Stanley, 10% Stock Participation Accreting Redemption Quarterly-pay SecuritiesSM (“SPARQS[®]”) Mandatorily Exchangeable for common stock of AT&T Inc. due April 20, 2009 (Ticker Symbol TQK);
- Morgan Stanley, 9% Stock Participation Accreting Redemption Quarterly-pay SecuritiesSM (“SPARQS[®]”) Mandatorily Exchangeable for common stock of Exxon Mobil Corporation due January 20, 2009 (Ticker Symbol SEM);
- Morgan Stanley, Performance Leveraged Upside Securities (“PLUS”) based upon the performance of the S&P 500 Index due on April 20, 2008 (Ticker Symbol SKE);
- Morgan Stanley, Performance Leveraged Upside Securities (“PLUS”) based upon the performance of the S&P 500 Index due on February 20, 2008 (Ticker Symbol RLL);

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Division of Market Regulation
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- Morgan Stanley, Protected Absolute Return Barrier Notes Based on the Value of the S&P 500 Index due on October 20, 2008 (Ticker Symbol SOU);
- Morgan Stanley, Protected Absolute Return Barrier Notes Based on the Value of the S&P 500 Index due on July 20, 2008 (Ticker Symbol BNP);
- Morgan Stanley, Protected Absolute Return Barrier Notes Based on the Value of the S&P 500 Index due on June 20, 2008 (Ticker Symbol SVG);
- Morgan Stanley, Protected Absolute Return Barrier Notes Based on the Value of the S&P 500 Index due on September 20, 2008 (Ticker Symbol AMK);
- Morgan Stanley, Protected Absolute Return Barrier Notes Based on the Value of the S&P 500 Index due on January 20, 2010 (Ticker Symbol AOF);
- Morgan Stanley, Protected Absolute Return Barrier Notes Based on the Value of the S&P 500 Index due on December 20, 2010 (Ticker Symbol SLZ);
- Morgan Stanley, Performance Leveraged Upside Securities ("PLUS") based upon the performance of the S&P 500 Index due on June 20, 2009 (Ticker Symbol SUO);
- Morgan Stanley, 8% Targeted Income Strategic Total Return Securities Linked to the CBOE S&P 500 BuyWrite Index due on March 30, 2012 (Ticker Symbol MBJ);
- Morgan Stanley, 8% Targeted Income Strategic Total Return Securities Linked to the CBOE S&P 500 BuyWrite Index due on January 15, 2012 (Ticker Symbol BWN);
- Morgan Stanley, 8% Targeted Income Strategic Total Return Securities Linked to the CBOE S&P 500 BuyWrite Index due on December 17, 2012 (Ticker Symbol MBS);
- Morgan Stanley, Strategic Total Return Securities Exchangeable for a Cash Amount Based on the CBOE Dow Jones Industrial Average BuyWrite Index due July 30, 2011 (Ticker Symbol DBZ);
- Morgan Stanley, 8% Targeted Income Strategic Total Return Securities Exchangeable for a Cash Amount Based on the CBOE Dow Jones Industrial Average BuyWrite Index due July 30, 2011 (Ticker Symbol DBY);

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

Sincerely

Enclosures

Cc: Tim Malinowski (NYSE Euronext)

END