

091-04360-2

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2008 DEC 30 AM 11:17  
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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 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:

BTQ

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

New York Stock Exchange, Nasdaq Stock Market, American 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:

Janet M. Kissane

Title:

Corporate Secretary

Telephone Number:

(212) 656-2039

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FEB 20 2009

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Manual Signature of Official Responsible for Form:

*Janet M. Kissane*

December 29, 2008

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	DEC 30 2008

Janet M. Kissane  
Corporate Secretary

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



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tel: 212.656.2039  
fax: 212.656.8101  
jkissane@nyx.com

Via Overnight Mail

December 29, 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 security:

- Morgan Stanley, Inc., Global Medium-Term Notes, Series F, Buffered PLUS<sup>SM</sup> due December 20, 2010 (Based on the Value of the S&P 500<sup>®</sup> Index) (Ticker Symbol BTQ).

If you have any questions, please do not hesitate to call me at (212) 656-2039.

Sincerely,

  
Enclosures

Cc: Tim Malinowski (NYSE Euronext)

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	DEC 30 2008

END