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SEC 1972 (5-05)

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ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

Table with OMB APPROVAL header, OMB Number: 3235-0076, Expires: April 30, 2008, Estimated average burden: 1 hour per response.

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SEC Mail
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Section
MAY 19 2008
Washington, DC
106

Name of Offering (Morgan Stanley Offshore Infrastructure Partners A L.P.), Filing Under (Rule 505, Rule 506, Section 4(6), ULOE), Type of Filing (Amendment).

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer. Name of Issuer (Morgan Stanley Offshore Infrastructure Partners A L.P.), Address of Executive Offices, Address of Principal Business Operations, Telephone Number (212-761-8877).

Brief Description of Business: To invest in infrastructure assets on a global basis.

PROCESSED

MAY 27 2008



08050651

Type of Business Organization (limited partnership, already formed), THOMSON REUTERS

Actual or Estimated Date of Incorporation or Organization: Month 1, 2; Year 0, 6; Actual checked.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: F, N)

GENERAL INSTRUCTIONS

Federal: Who Must File, When to File, Where to File, Copies Required, Information Required, Filing Fee. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form.

SEC 1972 (5/05)

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Morgan Stanley Infrastructure GP LP

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Morgan Stanley Infrastructure Inc., 1585 Broadway, New York, New York 10036

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Morgan Stanley Offshore Infrastructure GP Ltd.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Morgan Stanley Infrastructure Inc., 1585 Broadway, New York, New York 10036

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Morgan Stanley & Co. Incorporated

Business or Residence Address (Number and Street, City, State, Zip Code)

1585 Broadway, New York, New York 10036

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Bank Morgan Stanley AG

Business or Residence Address (Number and Street, City, State, Zip Code)

Bahnhofstrasse 92, Zurich CH-8023 Switzerland

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Morgan Stanley & Co. International plc

Business or Residence Address (Number and Street, City, State, Zip Code)

25 Cabot Square, Canary Wharf, London, United Kingdom, E144QA

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Morgan Stanley Distribution, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

One Tower Bridge, 100 Front Street, West Conshohocken, Pennsylvania, 19428

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Morgan Stanley Investment Management Limited

Business or Residence Address (Number and Street, City, State, Zip Code)

20 Bank Street, Canary Wharf, London, E14 4AD United Kingdom

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Morgan Stanley Asia Limited

Business or Residence Address (Number and Street, City, State, Zip Code)

11<sup>th</sup> Floor, Tower Three Exchange Square, Central, Hong Kong

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- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:     Promoter                       Beneficial Owner                       Executive Officer                       Director                       General and/or Managing Partner

Full Name (Last name first, if individual)

Morgan Stanley Asia (Singapore) Pte.

Business or Residence Address (Number and Street, City, State, Zip Code)

23 Church Street, #16-01 Capital Square, Singapore 049481

Check Box(es) that Apply:     Promoter                       Beneficial Owner                       Executive Officer                       Director                       General and/or Managing Partner

Full Name (Last name first, if individual)

Wahba, Sadek

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Morgan Stanley Infrastructure Inc., 1585 Broadway, New York, New York 10036

Check Box(es) that Apply:     Promoter                       Beneficial Owner                       Executive Officer                       Director                       General and/or Managing Partner

Full Name (Last name first, if individual)

Hottenrott, Markus, Christof

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Morgan Stanley Infrastructure Inc., 1585 Broadway, New York, New York 10036

Check Box(es) that Apply:     Promoter                       Beneficial Owner                       Executive Officer                       Director                       General and/or Managing Partner

Full Name (Last name first, if individual)

Trevor, Stephen

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Morgan Stanley Infrastructure Inc., 1585 Broadway, New York, New York 10036

Check Box(es) that Apply:     Promoter                       Beneficial Owner                       Executive Officer                       Director                       General and/or Managing Partner

Full Name (Last name first, if individual)

Ruddy, Agatha

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Morgan Stanley Infrastructure Inc., 1585 Broadway, New York, New York 10036

Check Box(es) that Apply:     Promoter                       Beneficial Owner                       Executive Officer                       Director                       General and/or Managing Partner

Full Name (Last name first, if individual)

Hahn, Jeffrey

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Morgan Stanley Infrastructure Inc., 1585 Broadway, New York, New York 10036

Check Box(es) that Apply:     Promoter                       Beneficial Owner                       Executive Officer                       Director                       General and/or Managing Partner

Full Name (Last name first, if individual)

Cattier, Jennifer M.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Morgan Stanley Infrastructure Inc., 1585 Broadway, New York, New York 10036

Check Box(es) that Apply:     Promoter                       Beneficial Owner                       Executive Officer                       Director                       General and/or Managing Partner

Full Name (Last name first, if individual)

Choi, Kenneth

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Morgan Stanley Infrastructure Inc., 1585 Broadway, New York, New York 10036

Check Box(es) that Apply:     Promoter                       Beneficial Owner                       Executive Officer                       Director                       General and/or Managing Partner

Full Name (Last name first, if individual)

Lepin, Ron

Business or Residence Address (Number and Street, City, State, Zip Code)

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- Each general and managing partner of partnership issuers.

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Full Name (Last name first, if individual)

Coroniti, Robin

Business or Residence Address (Number and Street, City, State, Zip Code)

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Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Indelicato, Mario

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Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Langlois, Noel

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Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Marmoll, Eric

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Morgan Stanley Infrastructure Inc., 1585 Broadway, New York, New York 10036

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Miller, Lyle

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Morgan Stanley Infrastructure Inc., 1585 Broadway, New York, New York 10036

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Pollock, Frederick

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Morgan Stanley Infrastructure Inc., 1585 Broadway, New York, New York 10036

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Rahmathulla, Adil

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Morgan Stanley Infrastructure Inc., 1585 Broadway, New York, New York 10036

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Rein, Walter

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Morgan Stanley Infrastructure Inc., 1585 Broadway, New York, New York 10036

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- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Tannenbaum, Elliot

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Morgan Stanley Infrastructure Inc., 1585 Broadway, New York, New York 10036

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Davis, Wanda

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Morgan Stanley Infrastructure Inc., 1585 Broadway, New York, New York 10036

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Freeman, Gail

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Morgan Stanley Infrastructure Inc., 1585 Broadway, New York, New York 10036

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Newmark, Debbie

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Morgan Stanley Infrastructure Inc., 1585 Broadway, New York, New York 10036

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Fappiano, MaryAnn

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Morgan Stanley Infrastructure Inc., 1585 Broadway, New York, New York 10036

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Seebode, Sally

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Morgan Stanley Infrastructure Inc., 1585 Broadway, New York, New York 10036

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

PFA Pension, Forsikringsaktieselskab

Business or Residence Address (Number and Street, City, State, Zip Code)

4 Sundkrogsgade, Copenhagen 2100, Denmark

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Cavendish Limited

Business or Residence Address (Number and Street, City, State, Zip Code)

Silver Tower, Corniche Road, P.O. Box 61999, Abu Dhabi, United Arab Emirates

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$	\$
Equity.....	\$	\$
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$	\$
Partnership Interests.....	\$1,927,796,200	\$1,927,796,200
Other (Specify _____).	\$	\$
Total.....	\$1,927,796,200	\$1,927,796,200

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	108	\$1,927,796,200
Non-accredited Investors.....		\$
Total (for filings under Rule 504 only).....		\$

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505.....		\$
Regulation A.....		\$
Rule 504.....		\$
Total.....		\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/>	\$
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	\$58,500
Legal Fees.....	<input checked="" type="checkbox"/>	\$225,000
Accounting Fees.....	<input type="checkbox"/>	\$
Engineering Fees.....	<input type="checkbox"/>	\$
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$0 <sup>1</sup>
Other Expenses (Identify) <u>Travel and entertainment, consulting, telecommunications, and other miscellaneous</u> .....	<input checked="" type="checkbox"/>	\$900,000
Total.....	<input checked="" type="checkbox"/>	\$1,183,500

<sup>1</sup> Placement fees in an aggregate amount of approximately \$11,715,000 have been paid separately by certain investors and the general partner of the issuer. Such fees are not expenses of the issuer.

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer," .....

\$1,926,612,700

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.

	Payments to Officers, Directors & Affiliates		Payments To Others	
Salaries and fees.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase of real estate.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Repayment of indebtedness .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Working capital .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Other (specify): <u>Investments in Infrastructure assets.</u>	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	<u>\$1,926,612,700</u>
_____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
_____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals .....	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	<u>\$1,926,612,700</u>
Total Payments Listed (column totals added).....			<input checked="" type="checkbox"/>	<u>\$1,926,612,700</u>

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Morgan Stanley Offshore Infrastructure Partners A L.P.	Signature <i>Frederick Pollock</i>	Date <i>5/16/2008</i>
Name of Signer (Print or Type) Frederick Pollock	Title of Signer (Print or Type) Vice President of Morgan Stanley Infrastructure Inc., general partner of Morgan Stanley Infrastructure GP LP, managing general partner of the Issuer	

**ATTENTION**

**Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)**

**END**

SEC 1972 (5/05)