

 **NYSE Regulation****VIA FACSIMILE AND U.S. MAIL**

December 24, 2008

Ms. Velma Smith, Branch Chief
Branch of Filer Support 2, Mailstop 1-4
Securities and Exchange Commission
450 Fifth Street, N.W., Room #1004
Washington, D.C. 20549

Re: Morgan Stanley

Dear Ms. Smith:

Please be advised that NYSE Regulation, Inc. has received (on December 23, 2008) an application from the above-referenced issuer and has approved the following security for listing on NYSE Arca, Inc. ("Exchange"):

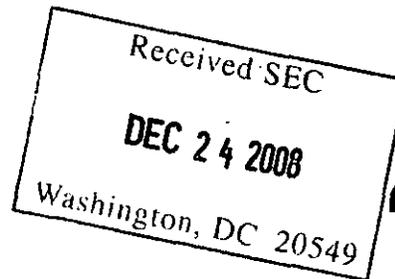
Global Medium-Term Notes, Series F, Buffered PLUS due December 20, 2010
(Based on the Value of the S&P 500 Index)

The Exchange requests acceleration of registration of this security under the Securities Exchange Act of 1934. If there are any questions, please call me at (312) 442-7832. Your assistance is greatly appreciated.

Sincerely,



Craig A. Gray
Manager, Listing Compliance



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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

MORGAN STANLEY

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

(State of Incorporation or Organization)

1585 Broadway, New York, New York

(Address of Principal Executive Offices)

36-3145972

(I.R.S. Employer Identification No.)

10036

(Zip Code)

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-156423

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

Global Medium-Term Notes, Series F, Buffered
PLUSSM due December 20, 2010 (Based on the Value
of the S&P 500[®] Index)

NYSE ARCA, INC.

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

END