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1221 Avenue of the Americas
New York, NY 10020

Morgan Stanley

August 13, 2002

Via Facsimile and Hand Delivery

Mr. Jonathan G. Katz
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

RECEIVED
OFFICE OF THE SECRETARY
AUG 13 2002

Re: Morgan Stanley (File No. 1-11758)

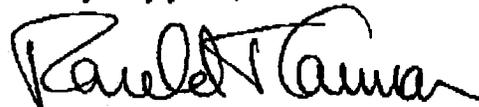
Dear Mr. Katz:

Enclosed for filing with the Commission are the sworn statements of Philip J. Purcell, Chairman of the Board and Chief Executive Officer of Morgan Stanley, and Stephen S. Crawford, Executive Vice President and Chief Financial Officer of Morgan Stanley, required by the Securities and Exchange Commission's Order Requiring the Filing of Sworn Statements Pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934 dated June 27, 2002 (Order No. 4-460).

Both statements are in the form of Exhibit A to Order No. 4-460.

If you have any questions or comments with regard to this filing, please call me at (212) 762-6817.

Very truly yours,



Ronald T. Carman
Assistant Secretary

Enclosures

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Statement Under Oath Of Principal Financial Officer Regarding Facts And Circumstances Relating To Exchange Act Filings

I, Stephen S. Crawford, Chief Financial Officer of Morgan Stanley, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Morgan Stanley, and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- the Annual Report on Form 10-K for the fiscal year ended November 30, 2001 filed with the Commission of Morgan Stanley;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Morgan Stanley filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

Stephen S. Crawford
Chief Financial Officer
August 13, 2002

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Subscribed and sworn to
before me this 13th day of
August 2002.

Notary Public

My Commission Expires: October 19, 2002



MICHAEL M. O'BRIEN
Notary Public, State of New York
No. 81-5003142
Qualified in New York County
Commission Expires Oct 19, 20 02