

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price	Amount
Fixed Rate Senior Notes Due 2015	\$1,245,687,500	
Fixed Rate Senior Notes Due 2020	\$1,741,110,000	

*PROSPECTUS Dated December 23, 2008**PROSPECTUS SUPPLEMENT Dated December 23, 2008**Regis*

Morgan Stanley

GLOBAL MEDIUM-TERM NOTES, SERIES F**Fixed Rate Senior Notes Due 2015****Fixed Rate Senior Notes Due 2020**

We, Morgan Stanley, are offering the notes described below on a global basis. We may not redeem the Global Medium-Term Notes Due 2015 (the “fixed rate notes due 2015”) prior to the maturity thereof. We may redeem some or all of the Global Medium-Term Senior Notes Due 2020 (the “fixed rate notes due 2020”) and together with the fixed rate notes due 2015, the “notes”) at any time in accordance with the terms described in the accompanying prospectus under the heading “Description of Debt Securities—Redemption and Repurchase of Debt Securities,” as supplemented by the provisions below relating to the fixed rate notes due 2020.

We will issue the notes only in registered form, which form is further described under “Description of Notes—Forms of Notes” in the accompanying prospectus supplement.

We describe the basic features of the notes in the section of the accompanying prospectus supplement called “Description of Notes—Basic Features of Notes” and in the accompanying prospectus called “Description of Debt Securities—Fixed Rate Debt Securities,” subject to and as modified by the provisions of the prospectus supplement.

Fixed Rate Notes Due 2015		Fixed Rate Notes Due 2020	
Principal Amount:	\$1,250,000,000	Principal Amount:	\$1,741,110,000
Maturity Date:	July 24, 2015	Maturity Date:	July 24, 2020
Settlement Date (Original Issue Date):	July 26, 2010	Settlement Date (Original Issue Date):	July 26, 2010
Interest Accrual Date:	July 26, 2010	Interest Accrual Date:	July 26, 2010
Issue Price:	99.655%	Issue Price:	99.400%
Specified Currency:	U.S. dollars	Specified Currency:	U.S. dollars
Redemption Percentage		Redemption Percentage	

<http://www.oblible.com>

at Maturity: 100%
 Interest Rate: 4.00% per annum (calculated
 on a 30/360 day count basis)
 Interest Payment Period: Semi-annual
 (continued on the next page)

at Maturity: 100%
 Interest Rate: 5.50%
 on a
 Interest Payment Period: Semi-annual
 (continued on the next page)

Terms not defined herein have the meanings given to such terms in the accompanying prospectus supplement and prospectus.

The notes are not bank deposits and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other entity, and they are not obligations of, or guaranteed by, a bank.

The Securities and Exchange Commission and state securities regulators have not approved or disapproved these securities, nor have they passed on the accuracy or completeness of the information in this prospectus supplement or the accompanying prospectus supplement or the prospectus is truthful or complete. Any representation to the contrary is a violation of the securities laws.

MORGAN STANLEY

MITSUBISHI UFJ SECURITIES

ABC INTERNATIONAL
 BB&T CAPITAL MARKETS
 COMMERZBANK
 KEYBANC CAPITAL MARKETS
 LLOYDS TSB CORPORATE MARKETS
 SOCIETE GENERALE
 U.S. BANCORP INVESTMENTS, INC.

MORGAN STANLEY
 SUNAM
 THE WASHINGTON

Fixed Rate Notes Due 2015 (continued)

<i>Interest Payment Dates:</i>	<i>Each January 24 and July 24, commencing on January 24, 2011</i>
<i>Business Day:</i>	<i>New York</i>
<i>Minimum Denominations:</i>	<i>\$100,000 and integral multiples of \$1,000 in excess thereof</i>
<i>CUSIP:</i>	<i>617446 7N3</i>
<i>ISIN:</i>	<i>US6174467N38</i>
<i>Other Provisions:</i>	<i>None</i>

Fixed Rate Notes Due 2015

<i>Interest Payment Dates:</i>	<i>Each January 24 and July 24, commencing on January 24, 2011</i>
<i>Business Day:</i>	<i>New York</i>
<i>Minimum Denominations:</i>	<i>\$100,000 and integral multiples of \$1,000 in excess thereof</i>
<i>CUSIP:</i>	<i>617446 7N3</i>
<i>ISIN:</i>	<i>US6174467N38</i>
<i>Other Provisions:</i>	<i>None</i>

Supplemental Information Concerning Plan of Distribution; Conflicts of Interest

On July 21, 2010, we agreed to sell to the managers listed below, and they severally agreed to purchase, the principal amounts of the fixed rate notes due 2015 at the respective names below at a net price of 99.305% for the fixed rate notes due 2015 and at a net price of 99.042% for the fixed rate notes due 2015. The purchase price for the fixed rate notes due 2015 equals the stated issue price of the fixed rate notes due 2015 less a combined management and underwriting commission of 0.35% of the principal amount of the fixed rate notes due 2015 and the purchase price for the fixed rate notes due 2015 equals the stated issue price of 99.492% less a combined management and underwriting commission of 0.45% of the principal amount of the fixed rate notes due 2015.

<i>Name</i>	<i>Principal Amount of Fixed Rate Notes Due 2015</i>	<i>Principal Amount of Fixed Rate Notes Due 2015</i>
<i>Morgan Stanley & Co. Incorporated</i>	<i>\$ 1,037,500,000</i>	<i>\$ 1,037,500,000</i>
<i>Mitsubishi UFJ Securities (USA), Inc.</i>	<i>125,000,000</i>	<i>125,000,000</i>
<i>ABCI Securities Company Limited</i>	<i>-</i>	<i>-</i>
<i>Banca IMI S.p.A.</i>	<i>-</i>	<i>-</i>
<i>BB&T Capital Markets, a division of Scott & Stringfellow, Inc.</i>	<i>-</i>	<i>-</i>
<i>CastleOak Securities, LP</i>	<i>12,500,000</i>	<i>12,500,000</i>
<i>Commerz Markets LLC</i>	<i>12,500,000</i>	<i>12,500,000</i>
<i>ING Financial Markets LLC</i>	<i>12,500,000</i>	<i>12,500,000</i>
<i>KeyBanc Capital Markets Inc.</i>	<i>12,500,000</i>	<i>12,500,000</i>
<i>KKR Capital Markets LLC</i>	<i>-</i>	<i>-</i>
<i>Lloyds TSB Bank plc</i>	<i>-</i>	<i>-</i>
<i>Morgan Keegan & Company, Inc.</i>	<i>12,500,000</i>	<i>12,500,000</i>
<i>SG Americas Securities LLC</i>	<i>12,500,000</i>	<i>12,500,000</i>
<i>SunTrust Robinson Humphrey, Inc.</i>	<i>-</i>	<i>-</i>
<i>U.S. Bancorp Investments, Inc.</i>	<i>-</i>	<i>-</i>

efc10-501_fm424b2.htm

The Williams Capital Group, L.P.
Total

12,500,000
<u>\$ 1,250,000,000</u>

<u>\$ 1</u>

Morgan Stanley & Co. Incorporated is our wholly-owned subsidiary. Mitsubishi UFJ Financial Group, Inc., the ultimate parent of Inc. (one of the managers), holds an approximately 21% interest in Morgan Stanley (assuming full conversion of our convertible preferred stock, which Financial Group, Inc. currently owns). This offering will be conducted in compliance with the requirements of NASD Rule 2720 of the Securities and Exchange Commission, which is commonly referred to as FINRA, regarding a FINRA member firm's distribution of the securities of an affiliate. In accordance with NASD Rule 2720, Morgan Stanley & Co. Incorporated and Mitsubishi UFJ Securities (USA), Inc. may not make sales to discretionary accounts without the prior written approval of the customer.

ABCI Securities Company Limited, Banca IMI S.p.A. and Lloyds TSB Bank plc are not U.S. registered broker-dealers and, therefore, to effect any sales of the notes in the United States, they will do so through one or more U.S. registered broker-dealers as permitted by FINRA.

PS-2

efc10-501_fm424b2.htm

With respect to notes to be offered or sold in the United Kingdom, each manager has represented and agreed (1) that it has only communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of section 21(1) of the Financial Services and Markets Act 2000 (the “FSMA”)) received by such manager in connection with the issue or sale of the notes, and (2) that it has complied and will comply with all applicable provisions of the FSMA with respect to notes in relation to the notes in, from or otherwise involving the United Kingdom.

Each manager has agreed that it will not offer or sell any notes, directly or indirectly, in Japan or to or for the account or benefit of any person resident in Japan, including any corporation or other entity organized under the laws of Japan, from the registration requirements and otherwise in compliance with the Financial Instruments and Exchange Law of Japan (Law No. 252 of 2004) and any other applicable laws, regulations and ministerial guidelines of Japan.

Furthermore, each manager has agreed that it will not purchase, deliver, offer or sell the notes or possess or distribute offering material in any jurisdiction if such purchase, delivery, offer or sale or the possession or distribution of such offering material would not be in compliance with the securities laws and regulations of such jurisdiction or if any consent, approval or permission is needed for such purchase, delivery, offer or sale or the possession or distribution of such offering material on behalf of us unless such consent, approval or permission has been previously obtained.