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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities Offered	*Maximum Aggregate Offering Price*	*An*
Senior Floating Rate Notes due 2019	$44,466,000	

Morgan Stanley

Registrat

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INTEREST RATE STRUCTURED INVESTMENTS

Senior Floating Rate Notes due 2019

Based on 3-Month USD LIBOR

As further described below, interest will accrue and be payable on the notes quarterly, in arrears, at a variable rate LIBOR *plus* 1.50%; subject to a minimum interest rate of 3.00% per annum and a maximum interest rate of 8.00% p payments on the notes, including the repayment of principal, are subject to the credit risk of Morgan Stanley.

FINAL TERMS

Issuer:	Morgan Stanley
Aggregate principal amount:	$44,466,000. May be increased prior to the original issue date but we are not
Issue price:	$1,000 per note
Stated principal amount:	$1,000 per note
Pricing date:	November 23, 2010
Original issue date:	November 30, 2010 (4 business days after the pricing date)
Maturity date:	November 30, 2019
Interest accrual date:	November 30, 2010
Payment at maturity:	The payment at maturity per note will be the stated principal amount plus accr
Reference rate:	3-Month USD-LIBOR-BBA. Please see “Additional Provisions—Reference Ra
Interest rate:	Reference rate *plus* 1.50%; subject to the minimum interest rate and the maxi For the purpose of determining the level of the reference rate applicable to an period, the level of the reference rate will be determined two (2) London banki related interest reset date at the start of such interest payment period (each an date”). *Interest for any interest payment period is subject to the minimum interest rate*

	and the maximum interest rate of 8.00% per annum.
Interest payment period:	Quarterly
Interest payment period end dates:	Unadjusted
Interest payment dates:	Each February 28 (or, in the case of a leap year, February 29), May 30, Augus beginning February 28, 2011; *provided* that if any such day is not a business d payment will be made on the next succeeding business day and no adjustmen interest payment made on that succeeding business day.
Interest reset dates:	Each February 28 (or, in the case of a leap year, February 29), May 30, Augus beginning November 30, 2010, *provided* that such interest reset dates shall no business days.
Day-count convention:	30/360
Minimum interest rate:	3.00% per annum per interest payment period
Maximum interest rate:	8.00% per annum per interest payment period
Redemption:	Not applicable
Specified currency:	U.S. dollars
CUSIP / ISIN:	61745EX55/US61745EX554
Book-entry or certificated note:	Book-entry
Business day:	New York
Agent:	Morgan Stanley & Co. Incorporated (“MS & Co.”), a wholly owned subsidiary o “Supplemental Information Concerning Plan of Distribution; Conflicts of Interes
Calculation agent:	Morgan Stanley Capital Services Inc.
Trustee:	The Bank of New York Mellon

Commissions and issue price:	**Price to public**	**Agent’s commissions[(1)]**	**Pro**
Per Note	100%	2.00%	
Total	$44,466,000	$889,320	

(1) Selected dealers, including Morgan Stanley Smith Barney LLC (an affiliate of the Agent), and their financial advisors will collectively rece a fixed sales commission of 2.00% for each note they sell. See “Supplemental Information Concerning Plan of Distribution; Conflicts of In information, see “Plan of Distribution” in the accompanying prospectus supplement.

The notes involve risks not associated with an investment in ordinary debt securities. See “Risk Factors” b

The Securities and Exchange Commission and state securities regulators have not approved or disapprove determined if this pricing supplement or the accompanying prospectus supplement and prospectus is truth representation to the contrary is a criminal offense.

You should read this document together with the related prospectus supplement and prospectus, each of w via the hyperlinks below.

Prospectus Supplement dated December 23, 2008 Prospectus dated December 23,

The notes are not bank deposits and are not insured or guaranteed by the Federal Deposit Insurance Corpo governmental agency, nor are they obligations of, or guaranteed by, a bank.

Senior Floating Rate Notes due 2019
Based on 3-Month USD LIBOR

The Notes

The notes are debt securities of Morgan Stanley. Interest on the notes will accrue and be payable on the notes qua
rate equal to 3-Month USD LIBOR *plus* 1.50%; subject to the minimum interest rate of 3.00% per annum and the m
8.00% per annum. We describe the basic features of these notes in the sections of the accompanying prospectus
Debt Securities—Floating Rate Debt Securities" and prospectus supplement called "Description of Notes," subject t
the provisions described below. All payments on the notes are subject to the credit risk of Morgan Stanley.

The stated principal amount and issue price of each note is $1,000. The issue price of the notes includes the agent
with respect to the notes as well as the cost of hedging our obligations under the notes. The cost of hedging includ
that our subsidiaries may realize in consideration for assuming the risks inherent in managing the hedging transacti
market price, if any, at which MS & Co. is willing to purchase the notes, is expected to be affected adversely by the
commissions and hedging costs in the issue price. In addition, the secondary market price may be lower due to the
related hedging transactions at the time of the secondary market transaction. See "Risk Factors—Market Risk—Th
commissions and projected profit from hedging in the original issue price is likely to adversely affect secondary mar

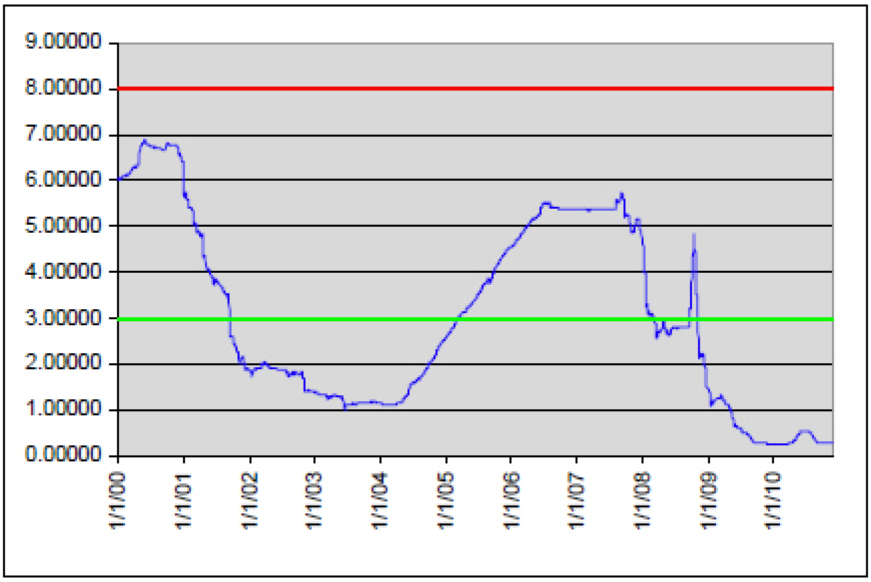
Additional Provisions

Reference Rate

"LIBOR" as defined in the accompanying prospectus in the section called "Description of Debt Securities—Floating
and "—Base Rates" with an index maturity of 3 months and an index currency of U.S. dollars and as displayed on F

Historical Information

The following graph sets forth the historical percentage levels of the reference rate for the period from January 1, 2
2010. The historical levels of the reference rate do not reflect the 1.50% spread that will apply to the interest that a
each interest payment period during the term of the notes, and should not be taken as an indication of its future per
the information in the graph below from Bloomberg Financial Markets, without independent verification.



*** The bold lines in the graph above represent the minimum interest rate of 3.00% and the maximum interest rate of 8.00%.**

November 2010

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Senior Floating Rate Notes due 2019
Based on 3-Month USD LIBOR

Risk Factors

The notes involve risks not associated with an investment in ordinary floating rate notes. An investment in the notes not associated with similar investments in a conventional debt security, including, but not limited to, fluctuations in t other events that are difficult to predict and beyond the issuer's control. This section describes the most significant notes. For a complete list of risk factors, please see the accompanying prospectus supplement and the accompany

Yield Risk

- **The historical performance of the reference rate is not an indication of future performance.** The historica reference rate should not be taken as an indication of future performance during the term of the notes. Change reference rate will affect the trading price of the notes, but it is impossible to predict whether such levels will ris

- **The amount of interest payable on the notes in any interest payment period is capped.** The interest rate interest payment period is capped for that period at the maximum interest rate of 8.00% per annum (equal to a interest payment of $20.00 for each $1,000 stated principal amount of notes).

Issuer Risk

- **Investors are subject to our credit risk, and any actual or anticipated changes to our credit ratings or cr adversely affect the market value of the notes.** Investors are dependent on our ability to pay all amounts du interest payment dates and at maturity and therefore investors are subject to our credit risk and to changes in t creditworthiness. The notes are not guaranteed by any other entity. If we default on our obligations under the would be at risk and you could lose some or all of your investment. As a result, the market value of the notes p affected by changes in the market's view of our creditworthiness. Any actual or anticipated decline in our credit the credit spreads charged by the market for taking our credit risk is likely to adversely affect the value of the no

Market Risk

- **The price at which the notes may be sold prior to maturity will depend on a number of factors and may than the amount for which they were originally purchased.** Some of these factors include, but are not limit anticipated changes in the level of the reference rate, which is determined only at the end of each quarterly inte volatility of the level of the reference rate, (iii) changes in interest and yield rates, (iv) any actual or anticipated c ratings or credit spreads, and (v) time remaining to maturity. Depending on the actual or anticipated level of the market value of the notes is expected to decrease and you may receive substantially less than 100% of the issu notes prior to maturity.

- **The inclusion of commissions and projected profit from hedging in the original issue price is likely to a secondary market prices.** Assuming no change in market conditions or any other relevant factors, the price, i Co. is willing to purchase the notes at any time in secondary market transactions will likely be significantly lowe price, since secondary market prices are likely to exclude commissions paid with respect to the notes and the c obligations under the notes that are included in the original issue price. The cost of hedging includes the projec subsidiaries may realize in consideration for assuming the risks inherent in managing the hedging transactions. market prices are also likely to be reduced by the costs of unwinding the related hedging transactions. In addit market prices may differ from values determined by pricing models used by MS & Co., as a result of dealer disc other transaction costs.

Senior Floating Rate Notes due 2019

Based on 3-Month USD LIBOR

Liquidity Risk

- **The notes will not be listed on any securities exchange and secondary trading may be limited.** The note any securities exchange. Therefore, there may be little or no secondary market for the notes. MS & Co. may, make a market in the notes. Even if there is a secondary market, it may not provide enough liquidity to allow yo notes easily. Because we do not expect that other broker-dealers will participate significantly in the secondary the price at which you may be able to trade your notes is likely to depend on the price, if any, at which MS & Co If at any time MS & Co. were not to make a market in the notes, it is likely that there would be no secondary ma Accordingly, you should be willing to hold your notes to maturity.

Conflicts of Interest

- **The issuer, its subsidiaries or affiliates may publish research that could affect the market value of the n expect to hedge the issuer's obligations under the notes.** The issuer or one or more of its affiliates may, a future, publish research reports with respect to movements in interest rates generally or the reference rate spec modified from time to time without notice and may express opinions or provide recommendations that are incon or holding the notes. Any of these activities may affect the market value of the notes. In addition, the issuer's s hedge the issuer's obligations under the notes and they may realize a profit from that expected hedging activity receive a favorable investment return under the terms of the notes or in any secondary market transaction.

- **The calculation agent, which is a subsidiary of the issuer, will make determinations with respect to t** determinations made by the calculation agent may adversely affect the payout to investors. Determinations agent, including with respect to the reference rate may adversely affect the payout to you on the notes.

Senior Floating Rate Notes due 2019
Based on 3-Month USD LIBOR

Supplemental Information Concerning Plan of Distribution; Conflicts of I

We expect to deliver the notes against payment therefor in New York, New York on November 30, 2010, which will business day following the date of the pricing of the notes. Under Rule 15c6-1 of the Exchange Act, trades in the s generally are required to settle in three business days, unless the parties to any such trade expressly agree otherw purchasers who wish to trade notes on the date of pricing or on or prior to the third business day prior to the origina required to specify alternative settlement arrangements to prevent a failed settlement.

The agent may distribute the notes through Morgan Stanley Smith Barney LLC ("MSSB"), as selected dealer, or oth include Morgan Stanley & Co. International plc ("MSIP") and Bank Morgan Stanley AG. MSSB, MSIP and Bank Mo affiliates of Morgan Stanley. Selected dealers, including MSSB, and their financial advisors, will collectively receive Co., a fixed sales commission of 2.00% for each note they sell.

MS & Co. is our wholly-owned subsidiary. MS & Co. will conduct this offering in compliance with the requirements the Financial Industry Regulatory Authority, Inc., which is commonly referred to as FINRA, regarding a FINRA mem the securities of an affiliate and related conflicts of interest. MS & Co. or any of our other affiliates may not make sa any discretionary account.

Tax Considerations

The notes will be treated as "variable rate debt instruments" for U.S. federal income tax purposes, as described in t accompanying prospectus supplement called "United States Federal Taxation — Tax Consequences to U.S. Holde Rate Notes." Both U.S. and non-U.S. holders should read the section of the accompanying prospectus supplemen Federal Taxation."

You should consult your tax advisers regarding all aspects of the U.S. federal tax consequences of an inve as well as any tax consequences arising under the laws of any state, local or foreign taxing jurisdiction.

Contact Information

Morgan Stanley Smith Barney clients may contact their local Morgan Stanley Smith Barney branch office or our pri
at 1585 Broadway, New York, New York 10036 (telephone number (866) 477-4776). All other clients may contact t
representative. Third-party distributors may contact Morgan Stanley Structured Investment Sales at (800) 233-108

Where You Can Find More Information

Morgan Stanley has filed a registration statement (including a prospectus, as supplemented by a prospectus supple
Securities and Exchange Commission, or SEC, for the offering to which this pricing supplement relates. You shoul
that registration statement, the prospectus supplement and any other documents relating to this offering that Morga
the SEC for more complete information about Morgan Stanley and this offering. You may get these documents wit
EDGAR on the SEC web site at www.sec.gov. Alternatively, Morgan Stanley will arrange to send you the prospect
supplement if you so request by calling toll-free 800-584-6837.

You may access these documents on the SEC web site at www.sec.gov as follows:

Prospectus Supplement dated December 23, 2008

Prospectus dated December 23, 2008

Terms used in this pricing supplement are defined in the prospectus supplement or in the prospectus. As used in t
the "Company," "we," "us" and "our" refer to Morgan Stanley.

November 2010