

STRUCTURED INVESTMENTS

Opportunities in U.S. Equities

10% RevConsSM

Based on the Common Stock of AT&T Inc. due February 26, 2010

Reverse Convertible Securities

The RevCons are senior unsecured obligations of Morgan Stanley, will pay a coupon at the interest rate per annum specified below and will have the terms described in the prospectus supplement for RevCons and the prospectus, as supplemented or modified by this pricing supplement. At maturity, the RevCons will pay either (i) an amount of cash equal to the stated principal amount of the RevCons, or (ii) if the closing price of the underlying stock on the determination date is less than the initial share price and the trading price of the underlying stock has decreased to or below the trigger price **at any time** on any day over the term of the RevCons, a number of shares of the underlying stock equal to the exchange ratio worth less than the stated principal amount of the RevCons, or, at our option, the cash value of those shares. The RevCons do not guarantee any return of principal at maturity. The RevCons are senior notes issued as part of Morgan Stanley's Series F Global Medium-Term Notes program. All payments on the RevCons are subject to the credit risk of Morgan Stanley.

FINAL TERMS

Issuer:	Morgan Stanley		
Aggregate principal amount:	\$2,597,000		
Stated principal amount:	\$1,000 per RevCons		
Issue price:	\$1,000 per RevCons		
Maturity date:	February 26, 2010		
Payment at maturity:	Either (i) the stated principal amount of \$1,000 or (ii) if the closing price of the underlying stock on the determination date is less than the initial share price and the trading price of the underlying stock has declined to or below the trigger price at any time on any trading day from and including the trading day following the pricing date to and including the determination date, (x) a number of shares of the underlying stock equal to the exchange ratio or (y) at our option, the cash value of those shares as of the determination date.		
Trigger event:	Trading price trigger event		
Exchange ratio:	38.25555 (the stated principal amount divided by the initial share price, subject to adjustments for corporate events)		
Trigger level:	86%		
Trigger price:	\$22.4804 (the trigger price is equal to the product of the trigger level times the initial share price)		
Determination date:	February 23, 2010 (3 business days before the maturity date), subject to postponement in the event of certain market disruption events		
Coupon:	10% per annum, payable monthly beginning September 26, 2009.		
Underlying stock:	AT&T Inc.		
Initial share price:	26.14, which is the closing price of the underlying stock on the pricing date.		
Pricing date:	August 24, 2009		
Original issue date:	August 27, 2009		
Listing:	The RevCons will not be listed on any securities exchange.		
CUSIP:	617482GS7		
ISIN:	US617482GS75		
Agent:	Morgan Stanley & Co. Incorporated		
Commissions and Issue Price:			
	Price to Public	Agent's Commissions⁽¹⁾	Proceeds to Company
Per RevCons	\$1,000	\$15	\$985
Total	\$2,597,000	\$38,955	\$2,558,045

(1) For additional information, see "Plan of Distribution" in the accompanying prospectus supplement for reverse convertible securities ("RevCons").

YOU SHOULD READ THIS DOCUMENT TOGETHER WITH THE RELATED PROSPECTUS SUPPLEMENT AND PROSPECTUS, EACH OF WHICH CAN BE ACCESSED VIA THE HYPERLINKS BELOW.

The RevCons involve risks not associated with an investment in ordinary debt securities. See "Risk Factors" beginning on page 7. The Securities and Exchange Commission and state securities regulators have not approved or disapproved these securities, or determined if this pricing supplement or the accompanying prospectus supplement and prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

[Prospectus Supplement for RevCons dated August 20, 2009](#)
[Prospectus dated December 23, 2008](#)

THE REVCONS ARE NOT BANK DEPOSITS AND ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENTAL AGENCY, NOR ARE THEY OBLIGATIONS OF, OR GUARANTEED BY, A BANK. FURTHERMORE, THE REVCONS WILL NOT BE GUARANTEED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION UNDER THE FDIC'S TEMPORARY LIQUIDITY GUARANTEE PROGRAM.

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Fact Sheet

The RevCons are senior unsecured obligations of Morgan Stanley, will pay a coupon at the interest rate per annum specified below and will have the terms described in the prospectus supplement for RevCons and the prospectus, as supplemented or modified by this pricing supplement. **The RevCons do not guarantee any return of principal at maturity.** The RevCons are senior notes issued as part of Morgan Stanley's Series F Global Medium-Term Notes program. All payments on the RevCons are subject to the credit risk of Morgan Stanley. "RevCons" is a service mark of Morgan Stanley.

Key Dates	
Pricing date:	Original issue date (settlement date):
August 24, 2009	August 27, 2009
	Maturity date:
	February 26, 2010
Key Terms	
Issuer:	Morgan Stanley
Aggregate principal amount:	\$2,597,000
Issue price:	\$1,000 per RevCons
Stated principal amount:	\$1,000 per RevCons
Denominations:	\$1,000 and integral multiples thereof
Payment at maturity:	Either (i) the stated principal amount of \$1,000 or (ii) if the closing price of the underlying stock on the determination date is less than the initial share price and the trading price of the underlying stock has declined to or below the trigger price at any time on any trading day from and including the trading day following the pricing date to and including the determination date, (x) a number of shares of the underlying stock equal to the exchange ratio or (y) at our option, the cash value of those shares as of the determination date.
Trigger event:	Trading price trigger event
Exchange ratio:	38.25555 (the stated principal amount divided by the initial share price, subject to adjustments for corporate events)
Exchange factor:	Initially equal to 1.0, but will be adjusted to reflect certain corporate events affecting the underlying stock. The trading price and closing price of the underlying stock and the exchange ratio will be adjusted by the exchange factor.
Trigger level:	86%
Trigger price:	\$22.4804 (the trigger price is equal to the product of the trigger level times the initial share price)
Determination date:	February 23, 2010 (3 business days before the maturity date), subject to postponement in the event of certain market disruption events
Coupon:	10% per annum, payable monthly beginning September 26, 2009
Underlying stock:	AT&T Inc. common stock, which will be the underlying shares within the meaning of the term as used in the accompanying prospectus supplement for RevCons dated December 23, 2008
Initial share price:	\$26.14, which is the closing price of the underlying stock on the pricing date.
Postponement of maturity date:	If the determination date is postponed due to a market disruption event or otherwise, the maturity date will be postponed so that the maturity date will be the second trading day following the determination date as postponed.
Risk factors:	Please see "Risk Factors" beginning on page 7.

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General Information

Listing: The RevCons will not be listed on any securities exchange.

CUSIP: 617482GS7

ISIN: US617482GS75

Tax considerations: The U.S. federal income tax consequences of an investment in the RevCons are uncertain. There is no direct legal authority as to the proper tax treatment of the RevCons, and the issuer's counsel has not rendered an opinion as to their proper treatment for U.S. federal income tax purposes. Pursuant to the terms of the RevCons and subject to the discussion in the accompanying prospectus supplement for RevCons under "United States Federal Taxation," you agree with the issuer to treat a RevCons, under current law, as a unit consisting of (i) a put right written by you to the issuer, that if exercised, requires you to pay the issuer an amount equal to the deposit (as described below) in exchange for the underlying shares (and cash in lieu of fractional shares), or at the issuer's option, the cash value of the underlying shares and (ii) a deposit with the issuer of a fixed amount of cash to secure your obligation under the put right. We have determined that the yield on the deposit is 0.7934% per annum, compounded monthly, and that the remainder of the coupons on the RevCons is attributable to the put premium, as described in the section of the accompanying prospectus supplement for RevCons called "United States Federal Taxation — Tax Consequences to U.S. Holders — Tax Treatment of the RevCons — RevCons with a Term Equal to or Less Than One Year."

Please read the discussion under "Risk Factors — Structure Specific Risk Factors" in this pricing supplement and the discussion under "United States Federal Taxation" in the accompanying prospectus supplement for RevCons concerning the U.S. federal income tax consequences of an investment in the RevCons.

On December 7, 2007, the Treasury Department and the Internal Revenue Service (the "IRS") released a notice requesting comments on the U.S. federal income tax treatment of "prepaid forward contracts" and similar instruments. While it is not entirely clear whether the RevCons would be viewed as similar to the prepaid forward contracts described in the notice, it is possible that any Treasury regulations or other guidance issued after consideration of these issues could materially and adversely affect the tax consequences of an investment in the RevCons, possibly with retroactive effect. The notice focuses on a number of issues, the most relevant of which for holders of the RevCons are the character and timing of income or loss (including whether the put premium should be required to be included currently as ordinary income) and the degree, if any, to which income realized by non-U.S. investors should be subject to withholding tax. Non-U.S. Holders should note that we currently do not intend to withhold on any payments made with respect to the RevCons to Non-U.S. Holders (subject to compliance by such holders with certification requirements necessary to establish an exemption from withholding). However, in the event of a change of law or any formal or informal guidance by the IRS, Treasury or Congress, we may decide to withhold on payments made with respect to the RevCons to Non-U.S. Holders, and we will not be required to pay any additional amounts with respect to amounts withheld.

Both U.S. and non-U.S. investors considering an investment in the RevCons should read the discussion under "Risk Factors — Structure Specific Risk Factors" in this pricing supplement and the discussion under "United States Federal Taxation" in the accompanying prospectus supplement for RevCons and consult their tax advisers regarding the U.S. federal income tax consequences of an investment in the RevCons, including possible alternative treatments, the issues presented by the aforementioned notice and any tax consequences arising under the laws of any state, local or foreign taxing jurisdiction.

Trustee: The Bank of New York Mellon (as successor trustee to JPMorgan Chase Bank, N.A.)

Calculation agent: Morgan Stanley & Co. Incorporated ("MS & Co.")

Use of proceeds and hedging: The net proceeds we receive from the sale of the RevCons will be used for general corporate purposes and, in part, in connection with hedging our obligations under the RevCons through one or more of our subsidiaries.

On, or prior to, the pricing date, we, through our subsidiaries or others, hedged our anticipated exposure in connection with the RevCons by taking positions in the underlying stock and in options contracts on the underlying stock listed on major securities markets. Such purchase activity could have increased the price of the underlying stock, and, accordingly, increased the initial share price and the trigger price of the RevCons, and, therefore, the price at which the underlying stock must close on each trading day over the term of the RevCons, and on the determination date, before you would receive for each RevCons at maturity an amount of cash or shares of the underlying stock worth as much as the stated principal amount of the RevCons. For further information on our use of proceeds and hedging, see "Use of Proceeds and Hedging" in the prospectus supplement for RevCons.

Benefit plan investor considerations: See "Benefit Plan Investor Considerations" in the accompanying prospectus supplement for RevCons.

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Supplemental information regarding plan of distribution:

The agent may distribute the RevCons through Morgan Stanley Smith Barney LLC ("MSSB"), as selected dealer, or other dealers, which may include Morgan Stanley & Co. International plc ("MSIP") and Bank Morgan Stanley AG. MSSB, MSIP and Bank Morgan Stanley AG are affiliates of Morgan Stanley.

Contact:

Morgan Stanley Smith Barney clients may contact their local Morgan Stanley Smith Barney branch office or our principal executive offices at 1585 Broadway, New York, New York 10036 (telephone number (866) 477-4776). All other clients may contact their local brokerage representative. Third-party distributors may contact Morgan Stanley Structured Investment Sales at (800) 233-1087.

This offering summary represents a summary of the terms and conditions of the RevCons. We encourage you to read the accompanying prospectus supplement for RevCons and prospectus related to this offering, which can be accessed via the hyperlinks on the front page of this document.

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How RevCons Work

The following payment scenarios illustrate the potential returns on the RevCons at maturity.

Payment Scenario 1	The trading price of the underlying stock never falls to or below the trigger price at any time on any trading day during the term of the RevCons, and you receive the monthly coupon until maturity with a full return of principal at maturity. You will not participate in any appreciation of the underlying stock, even if the closing price of the underlying stock is above the initial share price on the determination date.
Payment Scenario 2	The trading price of the underlying stock falls to or below the trigger price at any time on any trading day during the term of the RevCons and the closing price is at a level below the initial share price on the determination date, in which case, at maturity, the RevCons redeem for underlying stock (or, at our option, the cash value of the underlying stock) worth substantially less than the stated principal amount of the RevCons based on the closing price of the underlying stock on the determination date. You will still receive the monthly coupon until maturity if this occurs.

Hypothetical Payments on the RevCons

The following examples illustrate the payment at maturity on the RevCons (assuming a six-month term) for a range of hypothetical closing prices for the underlying stock on the determination date, depending on whether the closing price of the underlying stock on the determination date is less than the initial share price and whether, at any time on any trading day during the term of the RevCons, the trading price of the underlying stock has or has not decreased to or below the trigger price.

The hypothetical examples are based on the following hypothetical values in order to illustrate how RevCons work (and do not reflect the actual initial share price of the underlying stock as well as the exchange ratio, trigger price and the coupon per annum of the RevCons):

- Stated principal amount (per RevCons): \$1,000
- Initial share price: \$100 (the hypothetical closing price of one share of the underlying stock on the pricing date)
- Exchange ratio: 10 (the \$1,000 stated principal amount per RevCons divided by the hypothetical initial share price)
- Trigger price: \$86 (86% of the hypothetical initial share price)
- Coupon per annum: 10%

TABLE 1: At maturity, unless the closing price of the underlying stock on the determination date is less than the initial share price and the trading price of the underlying stock has decreased to or below the trigger price at any time on any trading day from and including the trading day following the pricing date to and including the determination date, your payment at maturity per RevCons will equal the stated principal amount of the RevCons in cash. This table represents the hypothetical payment at maturity and the total payment over the term of the RevCons (assuming a six-month term) on a \$1,000 investment in the RevCons on the basis that the trading price of the underlying stock **has not decreased** to or below the hypothetical trigger price of \$86 at any time on any trading day during the term of the RevCons.

Hypothetical underlying stock closing price on determination date	Value of cash delivery amount at maturity per RevCons	Total monthly coupon payments per RevCons	Value of total payment per RevCons
\$87.00	\$1,000	\$50.00	\$1,050.00
\$90.00	\$1,000	\$50.00	\$1,050.00
\$100.00	\$1,000	\$50.00	\$1,050.00
\$110.00	\$1,000	\$50.00	\$1,050.00
\$120.00	\$1,000	\$50.00	\$1,050.00
\$140.00	\$1,000	\$50.00	\$1,050.00

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TABLE 2: This table represents the hypothetical payment at maturity and the total payment over the term of the RevCons (assuming a six-month term) on a \$1,000 investment in the RevCons if the trading price of the underlying stock **has decreased** to or below the hypothetical trigger price of \$86 at any time on any trading day from and including the trading day following the pricing date to and including the determination date. In each of these examples, where the closing price of the underlying stock on the determination date is less than the initial share price, the payment at maturity would be made by delivery of shares of the underlying stock, or at our option, the cash value of those shares as of the determination date. In each of these examples, where the closing price on the determination date is at or above the initial share price, the payment at maturity will equal the stated principal amount in cash.

Hypothetical underlying stock closing price on determination date	Value of shares of underlying stock or cash delivered at maturity per RevCons	Total monthly coupon payments per RevCons	Value of total payment per RevCons
\$0.00	\$0	\$50.00	\$50.00
\$25.00	\$250	\$50.00	\$300.00
\$50.00	\$500	\$50.00	\$550.00
\$75.00	\$750	\$50.00	\$800.00
\$91.00	\$910	\$50.00	\$960.00
\$100.00	\$1,000	\$50.00	\$1,050.00
\$125.00	\$1,000	\$50.00	\$1,050.00
\$150.00	\$1,000	\$50.00	\$1,050.00

Because the trading price and the closing price of the underlying stock may be subject to significant fluctuation over the term of the RevCons, it is not possible to present a chart or table illustrating the complete range of possible payouts at maturity. The examples of the hypothetical payout calculations above are intended to illustrate how the amount payable to you at maturity will depend both on (a) whether the trading price of the underlying stock falls to or below the trigger price at any time on any trading day from and including the trading day following the pricing date to and including the determination date and (b) the closing price of the underlying stock on the determination date.

Risk Factors

The RevCons offered by this pricing supplement are financial instruments that are suitable only for investors who are capable of understanding the complexities and risks specific to the RevCons. Accordingly, investors should consult their own financial and legal advisers as to the risks entailed by an investment in the RevCons and the suitability of the RevCons in light of an investor's particular circumstances.

The following is a non-exhaustive list of certain key risk factors for investors in the RevCons. For a complete list of risk factors, please see the accompanying prospectus supplement for RevCons and the accompanying prospectus.

Structure Specific Risk Factors

- **You may not receive a return of principal.** The payment to investors at maturity will either be (i) cash equal to the stated principal amount of the RevCons or (ii) if the closing price of the underlying stock on the determination date is less than the initial share price and the trading price of the underlying stock has decreased to or below the trigger price **at any time** on any trading day over the term of the RevCons, a number of shares of the underlying stock, or, at our option, the cash value of those shares as of the determination date. If investors receive shares of the underlying stock at maturity in exchange for the RevCons, or the cash value of those shares, the value of those shares or the cash will be less than the stated principal amount of the RevCons and could be zero.
- **Investors will not participate in any appreciation in the value of the underlying stock.** Investors will not participate in any appreciation in the price of the underlying stock, and the return on the RevCons will be limited to the interest payable on the RevCons.
- **Market price influenced by many unpredictable factors.** Several factors will influence the value of the RevCons in the secondary market. Although the issuer expects that generally the trading price of the underlying stock on any day will affect the value of the RevCons more than any other single factor, other factors that may influence the value of the RevCons include: whether the trading price of the underlying stock has decreased to or below the trigger price at any time on any trading day, the volatility and dividend rate on the underlying stock, geopolitical conditions and economic, financial, political, regulatory or judicial events, interest and yield rates in the market, the time remaining to the maturity of the RevCons, any actual or anticipated changes in our credit ratings or credit spreads, and the occurrence of certain events affecting the underlying stock that may or may not require an adjustment to the exchange ratio.
- **The RevCons are subject to the credit risk of Morgan Stanley, and its credit ratings and credit spreads may adversely affect the market value of the RevCons.** Investors are dependent on Morgan Stanley's ability to pay all amounts due on the RevCons on interest payment dates and at maturity, and, therefore, investors are subject to the credit risk of Morgan Stanley and to changes in the market's view of Morgan Stanley's creditworthiness. Any decline in Morgan Stanley's credit ratings or increase in the credit spreads charged by the market for taking Morgan Stanley credit risk is likely to adversely affect the market value of the RevCons.
- **Market price influenced by inclusion of commissions and projected profit from hedging activities.** The inclusion of commissions and projected profit from hedging in the original issue price is likely to adversely affect secondary market prices. Assuming no change in market conditions or any other relevant factors, the price, if any, at which MS & Co. is willing to purchase the RevCons in secondary market transactions will likely be lower than the original issue price, since the original issue price will include, and secondary market prices are likely to exclude, commissions paid with respect to the RevCons, as well as the projected profit included in the cost of hedging our obligations under the RevCons. The cost of hedging includes the projected profit that our subsidiaries may realize in consideration for assuming the risks inherent in managing the hedging transactions. In addition, any secondary market prices may differ from values determined by pricing models used by MS & Co., as a result of dealer discounts, mark-ups or other transaction costs.

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- **Maturity date of the RevCons may be accelerated.** The maturity of the RevCons will be accelerated if (i) the closing price of the underlying stock (as adjusted for certain corporate events) on any two consecutive trading days is less than \$2.00 or (ii) there is an event of default with respect to the RevCons. The amount payable to the investor will differ depending on the reason for the acceleration and may be substantially less than the stated principal amount of the RevCons.
- **No shareholder rights.** Investing in the RevCons is not equivalent to investing in the underlying stock. Investors in the RevCons will not have voting rights or rights to receive dividends or other distributions or any other rights with respect to the underlying stock.
- **The RevCons may become exchangeable into the common stock of a company other than AT&T Inc.** Following certain corporate events relating to the underlying stock, you may receive at maturity the common stock of a successor corporation to AT&T Inc. The occurrence of such corporate events and the consequent adjustments may materially and adversely affect the market price of the RevCons.
- **Antidilution adjustments.** Although the calculation agent will adjust the amount payable at maturity for certain corporate events affecting the underlying stock, there may be other corporate events (such as partial tender or exchange offers) for which the calculation agent is not required to make any adjustments. If an event occurs that does not require the calculation agent to adjust the amount of the underlying stock payable at maturity, the market price of the RevCons may be materially and adversely affected.
- **The U.S. federal income tax consequences of an investment in the RevCons are uncertain.** There is no direct legal authority as to the proper treatment of the RevCons for U.S. federal income tax purposes, and the issuer's counsel has not rendered an opinion as to their proper tax treatment.

Please read the discussion under “Fact Sheet — General Information — Tax Considerations” in this pricing supplement and the discussion under “United States Federal Taxation” in the accompanying prospectus supplement for RevCons (together the “Tax Disclosure Sections”) concerning the U.S. federal income tax consequences of an investment in the RevCons. If the IRS were successful in asserting an alternative treatment for the RevCons, the timing and character of income on the RevCons might differ significantly from the tax treatment described in the Tax Disclosure Sections. The issuer does not plan to request a ruling from the IRS regarding the tax treatment of the RevCons, and the IRS or a court may not agree with the tax treatment described in the Tax Disclosure Sections. On December 7, 2007, the Treasury Department and the IRS released a notice requesting comments on the U.S. federal income tax treatment of “prepaid forward contracts” and similar instruments. While it is not entirely clear whether the RevCons would be viewed as similar to the prepaid forward contracts described in the notice, it is possible that any Treasury regulations or other guidance issued after consideration of these issues could materially and adversely affect the tax consequences of an investment in the RevCons, possibly with retroactive effect. The notice focuses on a number of issues, the most relevant of which for holders of the RevCons are the character and timing of income or loss (including whether the put premium should be required to be included currently as ordinary income) and the degree, if any, to which income realized by non-U.S. investors should be subject to withholding tax. Non-U.S. Holders should note that we currently do not intend to withhold on any payments made with respect to the RevCons to Non-U.S. Holders (subject to compliance by such holders with certification requirements necessary to establish an exemption from withholding). However, in the event of a change of law or any formal or informal guidance by the IRS, Treasury or Congress, we may decide to withhold on payments made with respect to the RevCons to Non-U.S. Holders, and we will not be required to pay any additional amounts with respect to amounts withheld. Both U.S. and Non-U.S. Holders should consult their tax advisers regarding the U.S. federal income tax consequences of an investment in the RevCons, including possible alternative treatments, the issues presented by this notice and any tax consequences arising under the laws of any state, local or foreign taxing jurisdictions.

Other Risk Factors

- **The RevCons will not be listed and secondary trading may be limited.** The RevCons will not be listed on any securities exchange. Therefore, there may be little or no secondary market for the RevCons. MS & Co. may, but is not obligated to, make a market in the RevCons. Even if there is a secondary market, it may not provide enough liquidity to allow you to trade or sell the RevCons easily. Because we do not expect that other broker-dealers will participate significantly in the secondary market for the RevCons, the price at which you may be able to trade your RevCons is likely to depend on the price, if any, at which MS & Co. is willing to transact. If, at any time, MS & Co. were not to make a market in the RevCons, it is likely that there would be no secondary market for the RevCons. Accordingly, you should be willing to hold your RevCons to maturity.
- **No affiliation with AT&T Inc.** AT&T Inc. is not an affiliate of the issuer, is not involved with this offering in any way, and has no obligation to consider the interests of investors in taking any corporate actions that might affect the value of the RevCons. The issuer has not made any due diligence inquiry with respect to AT&T Inc. in connection with this offering.
- **Economic interests of the calculation agent and other affiliates of the issuer may be adverse to the investors.** The economic interests of the calculation agent and other affiliates of ours are potentially adverse to your interests as an investor in the RevCons. As calculation agent, MS & Co. will determine whether the trading price of the underlying stock decreases to or below the trigger price during the term of the RevCons and whether the closing price of the underlying stock on the determination date is less than the initial share price. Determinations made by MS & Co., in its capacity as calculation agent, may adversely affect the payout to you at maturity.
- **Hedging and trading activity by the calculation agent and its affiliates could adversely affect the value of the RevCons.** MS & Co., the calculation agent, is our subsidiary. MS & Co. and other affiliates of ours have carried out, and will continue to carry out, hedging activities related to the RevCons, including trading in the underlying stock as well as in other instruments related to the underlying stock. MS & Co. and some of our other subsidiaries also trade the underlying stock and other financial instruments related to the underlying stock on a regular basis as part of their general broker-dealer and other businesses. Any of these hedging or trading activities on or prior to the pricing date could have affected the price of the underlying stock and, accordingly, increased the initial share price used to calculate the trigger price and, therefore, increased the trigger price relative to the price of the underlying stock absent such hedging or trading activity. Additionally, such hedging or trading activities during the term of the RevCons could potentially affect whether the trading price of the underlying stock decreases to or below the trigger price and, therefore, whether or not you will receive the stated principal amount of the RevCons or shares of the underlying stock (or the cash value thereof) at maturity. Furthermore, if the trading price of the underlying stock has decreased to or below the trigger price such that you could receive shares of the underlying stock at maturity, or at our option, the cash value of those shares, the issuer's trading activities prior to or at maturity could adversely affect the value of those shares of the underlying stock.
- **Morgan Stanley may engage in business with or involving AT&T Inc. without regard to your interests.** The issuer or its affiliates may presently or from time to time engage in business with AT&T Inc. without regard to your interests, and thus may acquire non-public information about AT&T Inc. Neither the issuer nor any of its affiliates undertakes to disclose any such information to you. In addition, the issuer or its affiliates from time to time have published and in the future may publish research reports with respect to AT&T Inc., which may or may not recommend that investors buy or hold the underlying stock.

For further discussion of these and other risks you should read the section entitled "Risk Factors" beginning on S-9 of the accompanying prospectus supplement for RevCons. The issuer also urges you to consult your investment, legal, tax, accounting and other advisers in connection with your investment in the RevCons.

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Information about AT&T Inc.

AT&T Inc. is a provider of telecommunications services. The underlying stock is registered under the Securities Exchange Act of 1934, as amended. Information provided to or filed with the Securities and Exchange Commission by AT&T Inc. pursuant to the Securities Exchange Act of 1934, as amended, can be located by reference to the Securities and Exchange Commission file number 001-08610 through the Securities and Exchange Commission's website at <http://www.sec.gov>. In addition, information regarding AT&T Inc. may be obtained from other sources including, but not limited to, press releases, newspaper articles and other publicly disseminated documents. See the section called "Underlying Company and Stock—Public Information" in the prospectus supplement for RevCons.

This pricing supplement relates only to the RevCons offered hereby and does not relate to the underlying stock or other securities of AT&T Inc. The issuer has derived all disclosures contained in this pricing supplement regarding AT&T Inc. from the publicly available documents described in the preceding paragraph. In connection with the offering of the RevCons, neither the issuer nor the agent has participated in the preparation of such documents or made any due diligence inquiry with respect to AT&T Inc. Neither the issuer nor the agent makes any representation that such publicly available documents or any other publicly available information regarding AT&T Inc. is accurate or complete.

Neither the issuer nor any of its affiliates makes any representation to you as to the performance of the underlying stock.

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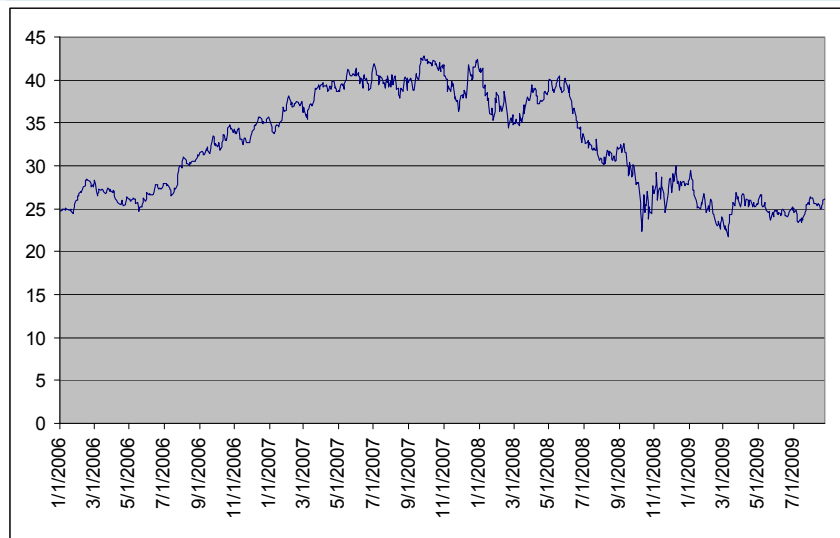
Historical Information

The following table sets forth the published high and low closing prices and dividends paid for the underlying stock for 2006, 2007, 2008 and 2009 through August 24, 2009. The associated graph shows the closing prices for the underlying stock for each day in the same period. The issuer obtained the prices and other information below from Bloomberg Financial Markets, without independent verification. You should not take the historical prices of the underlying stock as an indication of future performance.

AT&T Inc. (CUSIP 00206R102)	High (\$)	Low (\$)	Dividends (\$)
2006			
First Quarter	28.45	24.45	0.3325
Second Quarter	27.89	24.74	0.3325
Third Quarter	33.49	26.56	0.3325
Fourth Quarter	35.75	31.78	0.3325
2007			
First Quarter	39.44	33.81	0.3550
Second Quarter	41.50	38.64	0.3550
Third Quarter	42.83	37.92	0.3550
Fourth Quarter	42.44	36.35	0.3550
2008			
First Quarter	41.43	34.36	0.4000
Second Quarter	40.51	32.76	0.4000
Third Quarter	33.30	27.75	0.4000
Fourth Quarter	29.98	22.42	0.4000
2009			
First Quarter	29.42	21.72	0.4100
Second Quarter	26.83	23.67	0.4100
Third Quarter (through August 24, 2009)	26.34	23.38	0.4100

We make no representation as to the amount of dividends, if any, that AT&T Inc. may pay in the future. In any event, as an investor in the RevCons, you will not be entitled to receive dividends, if any, that may be payable on the stock of AT&T Inc.

**AT&T Inc. Common Stock
Closing Prices
January 1, 2006 to August 24, 2009**



Where You Can Find More Information

Morgan Stanley has filed a registration statement (including a prospectus, as supplemented by a prospectus supplement for RevCons) with the Securities and Exchange Commission, or SEC, for the offering to which this pricing supplement relates. You should read the prospectus in that registration statement, the prospectus supplement for RevCons and any other documents relating to this offering that Morgan Stanley has filed with the SEC for more complete information about Morgan Stanley and this offering. You may get these documents without cost by visiting EDGAR on the SEC web site at www.sec.gov. Alternatively, Morgan Stanley will arrange to send you the prospectus and the prospectus supplement for RevCons 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 for RevCons dated August 20, 2009](#)

[Prospectus dated December 23, 2008](#)

Terms used in this pricing supplement are defined in the prospectus supplement for RevCons or in the prospectus. As used in this pricing supplement, the “Company,” “we,” “us,” and “our” refer to Morgan Stanley.

“RevCons” is a service mark of Morgan Stanley.