Clerk of the House of Representatives
Legislative Resource Center
B-106 Cannon Building
Washington, DC 20515
http://lobbyingdisclosure.house.gov

Secretary of the Senate
Office of Public Records
232 Hart Building
Washington, DC 20510
http://www.senate.gov/lobby

LOBBYING REPORT

Lobbying Disclosure Act of 1995 (Section 5) **- All Filers Are Required to Complete This Page**

1. Registrant Name ☑ Organization/Lobbying Firm ☐ Self Employed Individual

Morgan Stanley & Co. Incorporated

2. Address ☐ **Check if different than previously reported**

Address1 401 9TH STREET, NW, #650 Address2

City WASHINGTON State DC Zip Code 20004 - Country USA

3. Principal place of business (if different than line 2)

City State Zip Code - Country

4a. Contact Name: MICHAEL J. STEIN

b. Telephone Number ☐ International Number: (202) 654-2040

c. E-mail: michael.stein@morganstanley.com

5. Senate ID#: 25842-12

7. Client Name ☑ *Self* ☐ *Check if client is a state or local government or instrumentality*

Morgan Stanley & Co. Incorporated

6. House ID#: 318130000

TYPE OF REPORT 8. Year 2009 Q1 (1/1 - 3/31) ☐ Q2 (4/1 - 6/30) ☑ Q3 (7/1-9/30) ☐ Q4 (10/1 - 12/31) ☐

9. Check if this filing amends a previously filed version of this report ☐

10. Check if this is a Termination Report ☐ Termination Date _____ 11. No Lobbying Issue Activity ☐

INCOME OR EXPENSES **- YOU MUST complete either Line 12 or Line 13**

12. Lobbying

INCOME relating to lobbying activities for this reporting period was:

Less than $5,000 ☐

$5,000 or more ☐ $ _____

Provide a good faith estimate, rounded to the nearest $10,000, of all lobbying related income from the client (including all payments to the registrant by any other entity for lobbying activities on behalf of the client).

13. Organizations

EXPENSE relating to lobbying activities for this reporting period were:

Less than $5,000 ☐

$5,000 or more ☑ $ $ 830,000.00

14. REPORTING Check box to indicate expense accounting method. See instructions for description of options.

☑ **Method A.** Reporting amounts using LDA definitions only

☐ **Method B.** Reporting amounts under section 6033(b)(8) of the Internal Revenue Code

☐ **Method C.** Reporting amounts under section 162(e) of the Internal Revenue Code

Signature Filed Electronically **Date** 07/17/2009

Printed Name and Title Michael J. Stein

v6.0.1f

Registrant Morgan Stanley & Co. Incorporated Client Name Morgan Stanley & Co. Incorporated

LOBBYING ACTIVITY. Select as many codes as necessary to reflect the general issue areas in which the registrant engaged in lobbying on behalf of the client during the reporting period. Using a separate page for each code, provide information as requested. Add additional page(s) as needed.

15. General issue area code BAN BANKING (one per page)

16. Specific lobbying issues

Issues Related to Financial Regulatory Restructuring
Issues Related to Mortgage Industry Reforms
Issues Related to Economic Stimulus Plan
Issues Related to Federal Government's Financial Market Assistance

17. House(s) of Congress and Federal agencies ☐ Check if None

U.S. HOUSE OF REPRESENTATIVES, U.S. SENATE, Federal Deposit Insurance Commission (FDIC), Securities & Exchange Commission (SEC), Treasury - Dept of, Federal Reserve System

18. Name of each individual who acted as a lobbyist in this issue area

First Name	Last Name	Suffix	Covered Official Position (if applicable)	New
Joshua	Wilsusen			☐
Michael	Stein			☐
Weston	Coulam			☐
				☐
				☐
				☐
				☐
				☐
				☐

19. Interest of each foreign entity in the specific issues listed on line 16 above ☑ Check if None

Printed Name and Title Michael J. Stein

Registrant Morgan Stanley & Co. Incorporated Client Name Morgan Stanley & Co. Incorporated

LOBBYING ACTIVITY. Select as many codes as necessary to reflect the general issue areas in which the registrant engaged in lobbying on behalf of the client during the reporting period. Using a separate page for each code, provide information as requested. Add additional page(s) as needed.

15. General issue area code FIN FINANCIAL INSTITUTIONS/INVESTMENTS/SECURITIES (one per page)

16. Specific lobbying issues

FASB Accounting Proposals
Issues Related to Broker Dealers
Energy Legislation
Issues Related to Derivatives

17. House(s) of Congress and Federal agencies ☐ Check if None

U.S. HOUSE OF REPRESENTATIVES, Securities & Exchange Commission (SEC), Federal Energy Regulatory Commission (FERC), Treasury - Dept of, U.S. SENATE, Commodity Futures Trading Commission (CFTC), Federal Reserve System

18. Name of each individual who acted as a lobbyist in this issue area

First Name	Last Name	Suffix	Covered Official Position (if applicable)	New
Joshua	Wilsusen			☐
Michael	Stein			☐
Weston	Coulam			☐
				☐
				☐
				☐
				☐
				☐
				☐

19. Interest of each foreign entity in the specific issues listed on line 16 above ☑ Check if None

Printed Name and Title Michael J. Stein

ADDENDUM for General Lobbying Issue Area: FIN - FINANCIAL INSTITUTIONS/INVESTMENTS/SECURITIES

Issues Related to Commodity Markets
Issues Related to Futures Markets
Issues Related to Hedge Funds
Issues Related to Investment Advisers
Issues Related to Financial Market Systemic Risk
Issues Related to Financial Regulatory Restructuring
Issues Related to Pension Reform
Commodity Exchange Act Reform
Commercial Arbitration Reform

Printed Name and Title Michael J. Stein

Registrant Morgan Stanley & Co. Incorporated Client Name Morgan Stanley & Co. Incorporated

LOBBYING ACTIVITY. Select as many codes as necessary to reflect the general issue areas in which the registrant engaged in lobbying on behalf of the client during the reporting period. Using a separate page for each code, provide information as requested. Add additional page(s) as needed.

15. General issue area code TRD TRADE (DOMESTIC/FOREIGN) (one per page)

16. Specific lobbying issues

China Market Access
EU Clearing and Settlement
EU-US Accounting Convergence
US-China Relationship

17. House(s) of Congress and Federal agencies ☐ Check if None

U.S. HOUSE OF REPRESENTATIVES, U.S. SENATE, State - Dept of (DOS), Treasury - Dept of, Commerce - Dept of (DOC), Commodity Futures Trading Commission (CFTC), Federal Reserve System, Securities & Exchange Commission (SEC),

18. Name of each individual who acted as a lobbyist in this issue area

First Name	Last Name	Suffix	Covered Official Position (if applicable)	New
Kristin	Roesser			☐
Michael	Stein			☐
				☐
				☐
				☐
				☐
				☐
				☐
				☐

19. Interest of each foreign entity in the specific issues listed on line 16 above ☑ Check if None

Printed Name and Title Michael J. Stein

Registrant Morgan Stanley & Co. Incorporated Client Name Morgan Stanley & Co. Incorporated

LOBBYING ACTIVITY. Select as many codes as necessary to reflect the general issue areas in which the registrant engaged in lobbying on behalf of the client during the reporting period. Using a separate page for each code, provide information as requested. Add additional page(s) as needed.

15. General issue area code TAX TAXATION/INTERNAL REVENUE CODE (one per page)

16. Specific lobbying issues

Taxation of Financial Products
Active Financing Legislation
Business Activity Tax
Energy Tax Legislation

17. House(s) of Congress and Federal agencies ☐ Check if None

U.S. HOUSE OF REPRESENTATIVES, U.S. SENATE, Treasury - Dept of, Labor - Dept of (DOL), Internal Revenue Service (IRS)

18. Name of each individual who acted as a lobbyist in this issue area

First Name	Last Name	Suffix	Covered Official Position (if applicable)	New
Weston	Coulam			☐
Michael	Stein			☐
				☐
				☐
				☐
				☐
				☐
				☐
				☐

19. Interest of each foreign entity in the specific issues listed on line 16 above ☑ Check if None

Printed Name and Title Michael J. Stein

ADDENDUM for General Lobbying Issue Area: TAX - TAXATION/INTERNAL REVENUE CODE

Technical Corrections to Pension Protection Act
Tax Information Reporting
Private Equity Taxation
Issues Related to Tax-Exempt Bonds
Issues Related to Pensions & Deferred Compensation
Issues Related to Net Operating Losses
Issues Related to International Tax Rules
Issues Related to Federal Government's Financial Market Assistance
Issues Related to Economic Stimulus Plan
Issues Related to Housing Legislation

Printed Name and Title Michael J. Stein

Registrant Morgan Stanley & Co. Incorporated Client Name Morgan Stanley & Co. Incorporated

LOBBYING ACTIVITY. Select as many codes as necessary to reflect the general issue areas in which the registrant engaged in lobbying on behalf of the client during the reporting period. Using a separate page for each code, provide information as requested. Add additional page(s) as needed.

15. General issue area code BNK BANKRUPTCY (one per page)

16. Specific lobbying issues

Amendments to Bankruptcy Laws

17. House(s) of Congress and Federal agencies ☐ Check if None

U.S. HOUSE OF REPRESENTATIVES,

18. Name of each individual who acted as a lobbyist in this issue area

First Name	Last Name	Suffix	Covered Official Position (if applicable)	New
Joshua	Wilsusen			☐
Michael	Stein			☐
				☐
				☐
				☐
				☐
				☐
				☐
				☐

19. Interest of each foreign entity in the specific issues listed on line 16 above ☑ Check if None

Printed Name and Title Michael J. Stein

Registrant Morgan Stanley & Co. Incorporated Client Name Morgan Stanley & Co. Incorporated

Information Update Page - Complete ONLY where registration information has changed.

20. Client new address

Address

City State Zip Code - Country

21. Client new principal place of business (if different than line 20)

City State Zip Code - Country

22. New General description of client's business or activities

LOBBYIST UPDATE

23. Name of each previously reported individual who is no longer expected to act as a lobbyist for the client

	First Name	Last Name	Suffix		First Name	Last Name	Suffix
1				3			
2				4			

ISSUE UPDATE

24. General lobbying issue that no longer pertains

AFFILIATED ORGANIZATIONS

25. Add the following affiliated organization(s)

Internet Address:

Name	Address Street Address City State/Province Zip Country	Principal Place of Business (city and state or country)
		City State Country City State Country

26. Name of each previously reported organization that is no longer affiliated with the registrant or client

1 2 3

FOREIGN ENTITIES

27. Add the following foreign entities

Name	Address Street Address City State/Province Country	Principal place of business (city and state or country)	Amount of contribution for lobbying activities	Ownership percentage in client
		City State Country		%

28. Name of each previously reported foreign entity that no longer owns, or controls, or is affiliated with the registrant, client or affiliated organization

1 3 5

2 4 6

Printed Name and Title Michael J. Stein