

Edgar Filing: MORGAN STANLEY - Form SC 13G/A

MORGAN STANLEY  
Form SC 13G/A  
October 12, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
ANNUAL FILING

MORGAN STANLEY  
(NAME OF ISSUER)  
COMMON STOCK  
(TITLE OF CLASS OF SECURITIES)  
617446448  
(CUSIP NUMBER)  
09/30/2016  
(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

CHECK THE APPROPRIATE BOX TO DESIGNATE THE RULE PURSUANT TO WHICH THIS  
SCHEDULE IS FILED:

- (X) RULE 13D-1 (B)  
 ( ) RULE 13D-1 (C)  
 ( ) RULE 13D-1 (D)

\*THE REMAINDER OF THIS COVER PAGE SHALL BE FILLED OUT FOR A  
REPORTING PERSON'S INITIAL FILING ON THIS FORM WITH RESPECT TO THE  
SUBJECT CLASS OF SECURITIES, AND FOR ANY SUBSEQUENT AMENDMENT  
CONTAINING INFORMATION WHICH WOULD ALTER THE DISCLOSURES PROVIDED  
IN A PRIOR COVER PAGE.

THE INFORMATION REQUIRED IN THE REMAINDER OF THIS COVER PAGE SHALL  
NOT BE DEEMED TO BE "FILED" FOR THE PURPOSE OF SECTION 18 OF THE  
SECURITIES EXCHANGE ACT OF 1934 ("ACT") OR OTHERWISE SUBJECT TO THE  
LIABILITIES OF THAT SECTION OF THE ACT BUT SHALL BE SUBJECT TO ALL  
OTHER PROVISIONS OF THE ACT (HOWEVER, SEE THE NOTES).

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THIS AMENDMENT IS BEING FILED TO CORRECT AN INADVERTENT ERROR WITH RESPECT TO THE NUMBER OF SHARES REPORTED AS BENEFICIALLY OWNED AS OF SEPTEMBER 30, 2016. THIS AMENDMENT DOES NOT UPDATE ANY INFORMATION AS OF A DATE SUBSEQUENT TO SEPTEMBER 30, 2016.

CUSIP NO: 617446448 13G/A Page 2 of 8 Pages

1. NAME OF REPORTING PERSON: STATE STREET CORPORATION

I.R.S. IDENTIFICATION NO. OF THE ABOVE PERSON: 04-2456637

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

NOT APPLICABLE

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

BOSTON, MASSACHUSETTS

5. SOLE VOTING POWER

0 SHARES

6. SHARED VOTING POWER

154,281,410

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

154,919,315

9. AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

154,919,315

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

NOT APPLICABLE

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.1%

12. TYPE OF REPORTING PERSON

HC

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CUSIP NO: 617446448 13G/A

Page 3 of 8 Pages

1. NAME OF REPORTING PERSON:  
STATE STREET BANK AND TRUST COMPANY ACTING IN VARIOUS CAPACITIES  
I.R.S. IDENTIFICATION NO. OF THE ABOVE PERSON: 04-1867445
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
  
NOT APPLICABLE
  3. SEC USE ONLY
  4. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
MASSACHUSETTS
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5. SOLE VOTING POWER  
  
0 SHARES
  6. SHARED VOTING POWER  
  
135,447,509
  7. SOLE DISPOSITIVE POWER  
  
0
  8. SHARED DISPOSITIVE POWER  
  
136,085,414
  9. AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
136,085,414\*
  10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
  
NOT APPLICABLE
  11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
  
7.1%
  12. TYPE OF REPORTING PERSON  
  
BK

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\*40,119,493      SHARES IN VARIOUS CAPACITIES  
95,965,921      SHARES AS TRUSTEE FOR THE  
MORGAN STANLEY UNIVERSAL TRUST

CUSIP NO: 617446448      13G/A      Page 4 of 8 Pages

ITEM 1.

- (A) NAME OF ISSUER  
MORGAN STANLEY
- (B) ADDRESS OF ISSUER`S PRINCIPAL EXECUTIVE OFFICES  
1585 BROADWAY  
NEW YORK, NY 10036

ITEM 2.

- (A) NAME OF PERSON FILING  
  
STATE STREET CORPORATION AND ANY OTHER REPORTING PERSON  
IDENTIFIED ON THE SECOND PART OF THE COVER PAGES HERETO
- (B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IN NONE,  
RESIDENCE  
  
STATE STREET FINANCIAL CENTER  
ONE LINCOLN STREET  
BOSTON, MA 02111  
(FOR ALL REPORTING PERSONS)
- (C) CITIZENSHIP: SEE ITEM 4 (CITIZENSHIP OR PLACE OF  
ORGANIZATION) OF COVER PAGES
- (D) TITLE OF CLASS OF SECURITIES  
  
COMMON STOCK
- (E) CUSIP NUMBER:  
  
617446448

ITEM 3.

IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B)  
OR (C), CHECK WHETHER THE PERSON FILING IS A:

SEE ITEM 12 (TYPE OF REPORTING PERSON) OF THE COVER PAGE  
FOR EACH REPORTING PERSON AND THE TABLE BELOW, WHICH EXPLAINS  
THE MEANING OF THE TWO LETTER SYMBOLS APPEARING IN ITEM 12 OF  
THE COVER PAGES.

| SYMBOL | CATEGORY  |
|--------|---|
| BK     | BANK AS DEFINED IN SECTION 3(A) (6) OF THE ACT.   |
| IC     | INSURANCE COMPANY AS DEFINED IN SECTION 3 (A) (19)<br>OF THE ACT                        |
| IC     | INVESTMENT COMPANY REGISTERED UNDER SECTION 8 OF<br>THE INVESTMENT COMPANY ACT OF 1940. |

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IA AN INVESTMENT ADVISOR IN ACCORDANCE WITH RULE  
13D-1(B) (1) (II) (E).  
EP AN EMPLOYEE BENEFIT PLAN OR ENDOWMENT FUND IN  
ACCORDANCE WITH RULE 13D-1(B) (1) (II) (F) .  
HC A PARENT HOLDING COMPANY OR CONTROL PERSON IN  
ACCORDANCE WITH RULE 13D-1(B) (1) (II) (G) .  
SA A SAVINGS ASSOCIATIONS AS DEFINED IN SECTION 3(B)  
OF THE FEDERAL DEPOSIT INSURANCE ACT (12 U.S.C. 1813).  
CP A CHURCH PLAN THAT IS EXCLUDED FROM THE DEFINITION OF  
AN INVESTMENT COMPANY UNDER SECTION 3(C) (14) OF THE  
INVESTMENT COMPANY ACT OF 1940.

CUSIP NO: 617446448 13G/A Page 5 of 8 Pages

ITEM 4. OWNERSHIP

THE INFORMATION SET FORTH IN ROWS 5 THROUGH 11 OF THE COVER PAGE  
HERETO FOR EACH OF THE REPORTING PERSONS IS INCORPORATED  
HEREIN BY REFERENCE.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF CLASS

NOT APPLICABLE

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

ALL OF THE SECURITIES ARE BENEFICIALLY OWNED BY STATE STREET CORPORATION  
AND ITS DIRECT OR INDIRECT SUBSIDIARIES IN THEIR VARIOUS FIDUCIARY AND  
OTHER CAPACITIES. AS A RESULT, ANOTHER ENTITY IN EVERY INSTANCE IS  
ENTITLED TO DIVIDENDS OR PROCEEDS OF SALE. STATE STREET BANK AND TRUST  
COMPANY IS THE TRUSTEE AND INVESTMENT MANAGER FOR THE MORGAN STANLEY  
UNIVERSAL TRUST WHICH BENEFICIALLY OWN 5.0% OF COMMON STOCK OF MORGAN  
STANLEY. IN THIS CAPACITY, STATE STREET BANK AND TRUST COMPANY HAS  
DISPOSITIVE POWER AND VOTING POWER OVER THE SHARES IN CERTAIN  
CIRCUMSTANCES. NOT APPLICABLE

..

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH  
ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING  
COMPANY OR CONTROL PERSON

SEE EXHIBIT 1 ATTACHED HERETO

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMEBERS OF THE GROUP

NOT APPLICABLE

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

NOT APPLICABLE

CUSIP NO: 617446448 13G/A

Page 6 of 8 Pages

ITEM 10. CERTIFICATION

BY SIGNING BELOW I CERTIFY THAT, TO THE BEST OF MY KNOWLEDGE AND BELIEF, THE SECURITIES REFERRED TO ABOVE WERE ACQUIRED AND ARE HELD IN THE ORDINARY COURSE OF BUSINESS AND WERE NOT ACQUIRED AND ARE NOT HELD FOR THE PURPOSE OR WITH THE EFFECT OF CHANGING OR INFLUENCING THE CONTROL OF THE ISSUER OF THE SECURITIES AND WERE NOT ACQUIRED AND ARE NOT HELD IN CONNECTION WITH OR AS A PARTICIPANT IN ANY TRANSACTION HAVING THAT PURPOSE OR EFFECT.

SIGNATURES

AFTER REASONABLE INQUIRY AND TO THE BEST OF HIS KNOWLEDGE AND BELIEF, EACH OF THE UNDERSIGNED CERTIFIES THAT THE INFORMATION SET FORTH IN THIS STATEMENT IS TRUE, COMPLETE AND CORRECT.

12 OCTOBER 2016  
STATE STREET CORPORATION

/s/ SEAN P. NEWTH  
SENIOR VICE PRESIDENT,  
CHIEF ACCOUNTING OFFICER AND CONTROLLER

12 OCTOBER 2016  
STATE STREET BANK AND TRUST COMPANY

/s/ ALYSSA ALBERTELLI  
SENIOR VICE PRESIDENT

CUSIP NO: 617446448 13G/A

Page 7 of 8 Pages

EXHIBIT 1

THE FOLLOWING TABLE LISTS THE IDENTITY AND ITEM 3 CLASSIFICATION OF EACH SUBSIDIARY OF STATE STREET CORPORATION, THE PARENT HOLDING COMPANY, THAT BENEFICIALLY OWNS THE ISSUER'S COMMON STOCK. PLEASE REFER TO ITEM 3 OF THE ATTACHED SCHEDULE 13G FOR A DESCRIPTION OF EACH OF THE TWO-LETTER SYMBOLS REPRESENTING THE ITEM 3 CLASSIFICATION BELOW.

| SUBSIDIARY                                      | ITEM 3 CLASSIFICATION |
|---|-----------------------|
| STATE STREET BANK AND TRUST COMPANY             | BK                    |
| SSGA FUNDS MANAGEMENT, INC                      | IA                    |
| STATE STREET GLOBAL ADVISORS LIMITED            | IA                    |
| STATE STREET GLOBAL ADVISORS, AUSTRALIA LIMITED | IA                    |
| STATE STREET GLOBAL ADVISORS, ASIA LIMITED      | IA                    |
| STATE STREET GLOBAL ADVISORS JAPAN CO., LTD.    | IA                    |
| STATE STREET GLOBAL ADVISORS FRANCE S.A.        | IA                    |

NOTE: ALL OF THE LEGAL ENTITIES ABOVE ARE DIRECT OR INDIRECT SUBSIDIARIES OF STATE STREET CORPORATION. BENEFICIAL OWNERSHIP FOR STATE STREET BANK AND TRUST COMPANY IS REPORTED ON ITS OWN REPORTING PERSON COVER PAGE BECAUSE IT BENEFICIALLY OWNS MORE THAN FIVE PERCENT OF THE ISSUERS COMMON STOCK. DO NOT ADD THE SHARES OR PERCENT OF CLASS REPORTED ON EACH REPORTING PERSONS COVER PAGE OF THE ATTACHED SCHEDULE 13G TO DETERMINE THE TOTAL PERCENT OF CLASS BENEFICIALLY OWNED BY STATE STREET CORPORATION, AS THAT WILL RESULT IN DOUBLE COUNTING OF CERTAIN SHARES.

CUSIP NO: 617446448 13G/A

Page 8 of 8 Pages

JOINT FILING AGREEMENT

IN ACCORDANCE WITH RULE 13D-1(K) (1) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED (THE EXCHANGE ACT), EACH UNDERSIGNED ENTITY (EACH A COMPANY) HEREBY AGREES TO ANY AND ALL JOINT FILINGS REQUIRED TO BE MADE ON THE COMPANY`S BEHALF ON SCHEDULE 13G (INCLUDING AMENDMENTS THERETO) UNDER THE EXCHANGE ACT, WITH RESPECT TO SECURITIES WHICH MAY BE DEEMED TO BE BENEFICIALLY OWNED BY THE COMPANY UNDER THE EXCHANGE ACT, AND THAT THIS AGREEMENT BE INCLUDED AS AN EXHIBIT TO ANY SUCH JOINT FILING. THIS AGREEMENT MAY BE EXECUTED IN ANY NUMBER OF COUNTERPARTS ALL OF WHICH TAKEN TOGETHER SHALL CONSTITUTE ONE AND THE SAME INSTRUMENT.

IN WITNESS WHEREOF, EACH COMPANY HEREBY EXECUTES THIS AGREEMENT EFFECTIVE AS OF THE DATE SET FORTH BELOW.

12 OCTOBER 2016  
STATE STREET CORPORATION

/s/ SEAN P. NEWTH  
SENIOR VICE PRESIDENT,  
CHIEF ACCOUNTING OFFICER AND CONTROLLER

12 OCTOBER 2016  
STATE STREET BANK AND TRUST COMPANY



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/s/ ALYSSA ALBERTELLI  
SENIOR VICE PRESIDENT