

Relating to  
Pricing Supplement No. 105 dated January 22, 2015 to  
Registration Statement No. 333-200365

# Morgan Stanley

Global Medium-Term Notes, Series F

*Fixed Rate Senior Notes Due 2020*  
*Floating Rate Senior Notes Due 2020*  
*Fixed Rate Senior Notes Due 2045*

## **Fixed Rate Senior Notes Due 2020**

<b>Issuer:</b>	Morgan Stanley
<b>Principal Amount:</b>	\$2,500,000,000
<b>Maturity Date:</b>	January 27, 2020
<b>Trade Date:</b>	January 22, 2015
<b>Original Issue Date (Settlement):</b>	January 27, 2015 (T+3)
<b>Interest Accrual Date:</b>	January 27, 2015
<b>Issue Price (Price to Public):</b>	99.912%
<b>Agents' Commission:</b>	0.35%
<b>All-in Price:</b>	99.562%
<b>Net Proceeds to Issuer:</b>	\$2,489,050,000
<b>Interest Rate:</b>	2.65% per annum
<b>Interest Payment Period:</b>	Semi-annual
<b>Interest Payment Dates:</b>	Each January 27 and July 27, commencing July 27, 2015
<b>Day Count Convention:</b>	30/360
<b>Specified Currency:</b>	U.S. Dollars ("\$")
<b>Minimum Denomination:</b>	\$1,000 and integral multiples of \$1,000 in excess thereof
<b>Business Day:</b>	New York
<b>CUSIP:</b>	61747YDW2
<b>ISIN:</b>	US61747YDW21
<b>Issuer Ratings:</b>	Baa2 (Moody's) / A- (Standard & Poor's) / A (Fitch) / A (R&I) / A (high) (DBRS) (Positive / Negative / Stable / Negative / Stable)
<b>Agents:</b>	Morgan Stanley & Co. LLC and such other agents as shall be named in the above-referenced Pricing Supplement for the notes.
<b>Global Settlement:</b>	Through The Depository Trust Company, Euroclear or Clearstream, Luxembourg

*The notes 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.*

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**Floating Rate Senior Notes Due 2020**

<b>Issuer:</b>	Morgan Stanley
<b>Principal Amount:</b>	\$500,000,000
<b>Maturity Date:</b>	January 27, 2020
<b>Trade Date:</b>	January 22, 2015
<b>Original Issue Date (Settlement):</b>	January 27, 2015 (T+3)
<b>Interest Accrual Date:</b>	January 27, 2015
<b>Issue Price (Price to Public):</b>	100.00%
<b>Agents' Commission:</b>	0.35%
<b>All-in Price:</b>	99.65%
<b>Net Proceeds to Issuer:</b>	\$498,250,000
<b>Base Rate:</b>	LIBOR
<b>Spread (plus or minus):</b>	Plus 1.14%
<b>Index Maturity:</b>	Three months
<b>Index Currency:</b>	U.S. Dollars
<b>Interest Payment Period:</b>	Quarterly
<b>Interest Payment Dates:</b>	Each January 27, April 27, July 27 and October 27, commencing April 27, 2015
<b>Day Count Convention:</b>	Actual/360
<b>Initial Interest Rate:</b>	Base Rate plus 1.14% (to be determined by the Calculation Agent on the second London banking day prior to the Original Issue Date)
<b>Initial Interest Reset Date:</b>	April 27, 2015
<b>Interest Reset Dates:</b>	Each Interest Payment Date
<b>Interest Reset Period:</b>	Quarterly
<b>Specified Currency:</b>	U.S. Dollars ("\$")
<b>Minimum Denomination:</b>	\$1,000 and integral multiples of \$1,000 in excess thereof
<b>Business Day:</b>	New York
<b>CUSIP:</b>	61747YDX0
<b>ISIN:</b>	US61747YDX04
<b>Issuer Ratings:</b>	Baa2 (Moody's) / A- (Standard & Poor's) / A (Fitch) / A (R&I) / A (high) (DBRS) (Positive / Negative / Stable / Negative / Stable)
<b>Agents:</b>	Morgan Stanley & Co. LLC and such other agents as shall be named in the above-referenced Pricing Supplement for the notes.
<b>Global Settlement:</b>	Through The Depository Trust Company, Euroclear or Clearstream, Luxembourg

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**Fixed Rate Senior Notes Due 2045**

<b>Issuer:</b>	Morgan Stanley
<b>Principal Amount:</b>	\$2,500,000,000
<b>Maturity Date:</b>	January 27, 2045
<b>Trade Date:</b>	January 22, 2015
<b>Original Issue Date (Settlement):</b>	January 27, 2015 (T+3)
<b>Interest Accrual Date:</b>	January 27, 2015
<b>Issue Price (Price to Public):</b>	99.250%
<b>Agents' Commission:</b>	0.875%
<b>All-in Price:</b>	98.375%
<b>Net Proceeds to Issuer:</b>	\$2,459,375,000
<b>Interest Rate:</b>	4.30% per annum
<b>Interest Payment Period:</b>	Semi-annual
<b>Interest Payment Dates:</b>	Each January 27 and July 27, commencing July 27, 2015
<b>Day Count Convention:</b>	30/360
<b>Optional Make-Whole Redemption:</b>	Yes, on or after July 27, 2015, in whole at any time or in part from time to time (treasury spread: plus 30 basis points)
<b>Specified Currency:</b>	U.S. Dollars ("\$\$")
<b>Minimum Denomination:</b>	\$1,000 and integral multiples of \$1,000 in excess thereof
<b>Business Day:</b>	New York
<b>CUSIP:</b>	61747YDY8
<b>ISIN:</b>	US61747YDY86
<b>Issuer Ratings:</b>	Baa2 (Moody's) / A- (Standard & Poor's) / A (Fitch) / A (R&I) / A (high) (DBRS) (Positive / Negative / Stable / Negative / Stable)
<b>Agents:</b>	Morgan Stanley & Co. LLC and such other agents as shall be named in the above-referenced Pricing Supplement for the notes.
<b>Global Settlement:</b>	Through The Depository Trust Company, Euroclear or Clearstream, Luxembourg

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*The issuer has filed a registration statement (including a prospectus) with the SEC for the offerings to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and these offerings. You may get these documents for free by visiting EDGAR on the SEC web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offerings will arrange to send you the prospectus if you request it by calling toll free 1-866-718-1649.*

[Prospectus Supplement Dated November 19, 2014](#)

[Prospectus Dated November 19, 2014](#)