



Date: 13 May 2011

Signed: Karin Geaebler

Certificate of Approval of a Prospectus
pursuant to The Prospectus Regulations 2005

To:

FINANZMARKTAUFSICHT (FMA) – FINANCIAL MARKET AUTHORITY (AUSTRIA)
 COMMISSION BANCAIRE, FINANCIERE ET DES ASSURANCES (BELGIUM)
 SECURITIES AND EXCHANGE COMMISSION (CYPRUS)
 FINANSTILSYNET (DENMARK)
 RAHOITUSTARKASTUS (FINLAND)
 AUTORITE DES MARCHES FINANCIERS (FRANCE)
 BUNDESANSTALT FUR FINANZDIENSTLEISTUNGSAUFIGICHT (BAFIN) (GERMANY)
 CAPITAL MARKET COMMISSION (GREECE)
 CENTRAL BANK OF IRELAND (IRELAND)
 COMMISSIONE NAZIONALE PER LE SOCIETA E LA BORSA (ITALY)
 COMMISSION DE SURVEILLANCE DU SECTEUR FINANCIER (LUXEMBOURG)
 AUTORITEIT FINANCIERE MARKTEN (AFM) (THE NETHERLANDS)
 KREDITTILSYNET (NORWAY)
 COMISSAO DO MERCADO DE VALORES MOBILIARIOS (PORTUGAL)
 COMISION NACIONAL DEL MERCADO DE VALORES (SPAIN)
 FINANSINSPEKTIONEN (SWEDEN)

From:

The Financial Services Authority
 25 The North Colonnade, Canary Wharf, London E14 5HS, United Kingdom

We hereby certify that the Prospectus detailed below has been drawn up in accordance with Directive 2003/71/EC or national law transposing the Directive and was approved by the FSA on 13 May 2011.

Name of Issuer:	Morgan Stanley
Registered Office/Seat:	United States of America
Type of Securities:	Program for the Issuance of Global Medium Term Notes, Series F, G and H
Guarantor (if any):	N/A
Annexes:	IV, V & XII

We have authorised, in accordance with Article 8 of Directive 2003/71/EC or national law transposing Directive 2003/71/EC, the omission of the information on the following grounds: **No omission**

Attachments:

1. Prospectus dated 13 May 2011
2. Danish, Dutch, French, Finnish, German, Greek, Italian, Portuguese, Spanish & Swedish Translations of the Summary