

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

FORM 8-K

**CURRENT REPORT
Pursuant To Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): March 20, 2015

Morgan Stanley

(Exact Name of Registrant
as Specified in Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

1-11758
(Commission File Number)

36-3145972
(IRS Employer Identification No.)

**1585 Broadway, New York, New
York**
(Address of Principal Executive Offices)

10036
(Zip Code)

Registrant's telephone number, including area code: (212) 761-4000

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 24, 2015, Morgan Stanley (the “Company”) announced that Ruth Porat, Executive Vice President and Chief Financial Officer of the Company, would leave the Company on April 30, 2015. A copy of a memo relating to Ms. Porat leaving is attached as Exhibit 99 hereto.

Item Financial Statements and Exhibits

9.01.

(d) Exhibits

Exhibit
Number

Description

99.1 Memo dated March 24, 2015.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

MORGAN STANLEY
(Registrant)

Date: March 24, 2015

By: /s/ Martin M. Cohen
Name: Martin M. Cohen
Title: Corporate Secretary

Morgan Stanley

Memorandum

March 24, 2015

To: All Employees

From: James Gorman

After a 28-year career at Morgan Stanley, Ruth Porat has decided to leave the Firm to take on a new role in Silicon Valley and return to her California roots. It is with a heavy heart that we see her go. Ruth joined Morgan Stanley in 1987 and has played a number of key roles at the Firm, from her time leading the tech banking franchise during the Internet boom, to leading the FIG banking team during the financial crisis, then as CFO partnering with the senior team to transform Morgan Stanley for the new regulatory environment. She has been a mentor and sponsor to many colleagues, and a role model for even more. Her tremendous energy, diligence and insight have been an enormous asset to the Firm.

Over the course of the last five years, Ruth's work has been instrumental in putting Morgan Stanley on our front foot again. On a personal level, Ruth has been a terrific partner and friend. Over the many hundreds of hours we have spent working together, she has won my great affection and highest esteem, a sentiment I know our Board members and Operating Committee members share. I respect her decision that now is the right time to make a change in her career, and I am excited for Ruth in her next chapter. Ruth has always maintained her ties to California, serving on the Stanford Board, visiting family, and working with clients there. I have no doubt she will succeed in her new role. Ruth will continue with us through the end of April. She has built a strong team here that will continue to deliver excellence.

Jonathan Pruzan, currently Co-Head of the Global Financial Institutions Group in Investment Banking, will be appointed CFO upon Ruth's departure. Jon joined Morgan Stanley in 1994 and has spent more than 20 years at the Firm working with financial institution clients. He understands the current regulatory environment, having shepherded clients through the Fed's stress test and CCAR processes. He brings both great technical skill and proven leadership to this new role. Jon has served on the Morgan Stanley/MUFG steering committee since 2013 and will continue to do so. He will join the Firm's Operating Committee and Management Committee.

Healthy change maintains the vitality of an organization, and energizes and engages individual leaders at every level of the Firm. These changes are part of our continued path forward from a period of repositioning to a period of growth. I hope you will all join me in wishing Ruth well in her next adventure, and congratulating Jon on his new role.
