

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

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**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): May 13, 2014

**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)

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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 5.07. Submission of Matters to a Vote of Security Holders.

At the 2014 Annual Meeting of Shareholders (“Annual Meeting”) of Morgan Stanley (the “Company”) held on Tuesday, May 13, 2014, shareholders voted on proposals to: (i) elect directors to the Company’s Board of Directors (the “Board”), (ii) ratify the appointment of Deloitte & Touche LLP as independent auditor and (iii) approve the compensation of executives as disclosed in the proxy statement filed with the Securities and Exchange Commission on March 28, 2014 for the Company’s Annual Meeting (the “2014 Proxy”) (a non-binding advisory resolution). Shareholders also voted on a shareholder proposal regarding preparing a report on lobbying.

All nominees for election to the Board were elected for a term that will continue until the next annual meeting of shareholders or until the director’s successor has been duly elected and qualified or the director’s earlier resignation, death or removal. The shareholders’ vote ratified the appointment of the independent auditor. The proposal to approve the compensation of executives as disclosed in the 2014 Proxy, through an advisory resolution, was approved. The shareholder proposal regarding preparing a report on lobbying was not approved.

The number of votes cast for or against and the number of abstentions and broker non-votes with respect to each proposal, as applicable, is set forth below. The Company’s independent inspector of election reported the final vote of the shareholders as follows:

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-vote</b>
<b><i>1. Election of Directors</i></b>				
Erskine B. Bowles	1,592,325,062	20,527,555	3,842,064	141,023,873
Howard J. Davies	1,600,451,721	11,755,423	4,487,542	141,023,873
Thomas H. Glocer	1,606,371,029	5,775,924	4,547,733	141,023,873
James P. Gorman	1,580,567,766	29,048,725	7,078,197	141,023,873
Robert H. Herz	1,604,267,735	7,761,858	4,665,093	141,023,873
C. Robert Kidder	1,589,640,924	22,148,112	4,905,648	141,023,873
Klaus Kleinfeld	1,580,376,329	31,947,980	4,370,374	141,023,873
Donald T. Nicolaisen	1,592,310,757	19,823,715	4,560,211	141,023,873
Hutham S. Olayan	1,590,603,431	21,244,617	4,846,637	141,023,873
James W. Owens	1,522,119,368	59,954,356	4,620,961	141,023,873
O. Griffith Sexton	1,603,056,022	8,960,223	4,678,440	141,023,873
Ryosuke Tamakoshi	1,598,400,996	13,730,072	4,563,614	141,023,873
Masaaki Tanaka	1,594,481,494	17,559,140	4,654,041	141,023,873
Laura D. Tyson	1,585,961,981	26,249,455	4,483,246	141,023,873
Rayford Wilkins, Jr.	1,598,766,774	13,204,959	4,722,956	141,023,873
<b><i>2. Ratification of Appointment of Independent Auditor</i></b>	1,743,474,742	10,631,719	3,612,115	*
<b><i>3. Approval of Compensation of Executives (Non-Binding Advisory Resolution)</i></b>	1,488,700,414	118,762,531	9,231,715	141,023,873
<b><i>4. Shareholder Proposal Regarding a Report on Lobbying</i></b>	238,571,150	1,177,969,070	200,154,483	141,023,873

\* Not applicable.

**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: May 13, 2014

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

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