

SECURITIES AND EXCHANGE COMMISSION

FORM FWP

Filing under Securities Act Rules 163/433 of free writing prospectuses

Filing Date: **2013-05-16**
SEC Accession No. [0000905148-13-000572](#)

([HTML Version](#) on [secdatabase.com](#))

SUBJECT COMPANY

MORGAN STANLEY

CIK:[895421](#) | IRS No.: [363145972](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **FWP** | Act: **34** | File No.: [333-178081](#) | Film No.: **13851194**
SIC: **6211** Security brokers, dealers & flotation companies

Mailing Address
*1585 BROADWAY
NEW YORK NY 10036*

Business Address
*1585 BROADWAY
NEW YORK NY 10036
212-761-4000*

FILED BY

MORGAN STANLEY

CIK:[895421](#) | IRS No.: [363145972](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **FWP**
SIC: **6211** Security brokers, dealers & flotation companies

Mailing Address
*1585 BROADWAY
NEW YORK NY 10036*

Business Address
*1585 BROADWAY
NEW YORK NY 10036
212-761-4000*

Morgan Stanley

GLOBAL MEDIUM-TERM NOTES, SERIES F

Fixed Rate Subordinated Notes Due 2023

Issuer:	Morgan Stanley
Principal Amount:	\$2,000,000,000
Maturity Date:	May 22, 2023
Trade Date:	May 16, 2013
Original Issue Date (Settlement):	May 21, 2013 (T+3)
Interest Accrual Date:	May 21, 2013
Issue Price (Price to Public):	99.943%
Agents' Commission:	0.450%
All-in Price:	99.493%
Net Proceeds to Issuer:	\$1,989,860,000
Interest Rate:	4.10% per annum
Interest Payment Period:	Semi-annual
Interest Payment Dates:	Each May 22 and November 22, commencing November 22, 2013
Day Count Convention:	30/360
Specified Currency:	U.S. Dollars (“\$”)
Minimum Denomination:	\$1,000 and integral multiples of \$1,000 in excess thereof
Business Day:	New York
CUSIP:	61747YDU6
ISIN:	US61747YDU64
Issuer's Subordinated Debt Ratings:	Baa2 (Moody's) / BBB+ (Standard & Poor's) / BBB+ (Fitch) / A- (R&I) / A (DBRS) (Negative / Negative / Stable / Negative / Negative)
Agents:	Morgan Stanley & Co. LLC (“MS&Co.”) and such other agents as shall be named in the Pricing Supplement for the notes.
Global Settlement:	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.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering 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 this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling toll free 1-866-718-1649.

[Preliminary Pricing Supplement Dated May 16, 2013](#)

[Prospectus Supplement Dated November 21, 2011](#)

[Prospectus Dated November 21, 2011](#)
