

SECURITIES AND EXCHANGE COMMISSION

FORM 24F-2NT/A

Registration of securities by certain investment companies. Declaration of election Rule 24f-2 notice. [amend]

Filing Date: **1999-07-27** | Period of Report: **1999-05-31**
SEC Accession No. **0001005992-99-000009**

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FILER

MORGAN STANLEY DEAN WITTER JAPAN FUND

CIK: **1005992** | State of Incorporation: **MA** | Fiscal Year End: **1231**
Type: **24F-2NT/A** | Act: **33** | File No.: **333-00437** | Film No.: **99671149**

Business Address
2 WORLD TRADE CENTER
NEW YORK NY 10048

OMB APPROVAL
OMB NUMBER:
3235-0456
EXPIRES:
AUGUST 31,
2000

SECURITIES AND EXCHANGE COMMISSION
Washington,

D.C. 20549

Form

24f-2

Annual Notice of
Securities Sold
Pursuant to
Rule 24f-2

Read instructions at end of Form before
preparing Form. Please
print or type.

1. Name and address of issuer:

Morgan Stanley Dean Witter Japan Fund
Two World Trade Center, 70th Floor
New York, N.Y. 10048

2. The name of each series or class of
securities for

which this Form is filed (If the Form is

being filed for all series and classes of

securities of the issuer, check the box but

do not list the series or classes) :

[x]

3. Investment Company Act File Number: 333-

00437

Securities Act File Number: 811-7503

4(a). Last day of fiscal year for which this
Form is
filed: 05/31/99

4(b). [] Check box if this Form is being
filed late
(i.e., more than 90 calendar days after
the end of the issuer's fiscal year).
(See Instruction A.2)

Note: If this Form is being filed late,
interest must be paid on the
registration fee due.

4(c). [] Check box if this is the last time
the issuer
will be filing this Form.

5. Calculation of registration fee:

- (i) Aggregate sale price of securities
sold during fiscal year pursuant
to section 24(f):
\$ 287,498,869.45
- (ii) Aggregate price of securities
redeemed or repurchased
during the fiscal year:
\$ 278,334,188.90

- (iii) Aggregate price of securities redeemed
or repurchased during any prior fiscal
year ending no earlier than October 11,
1995 that were not previously used to
reduce registration fees payable to the
Commission:
\$ 65,792,957.54
- (iv) Total available redemption credits [add
Items 5(ii) and 5(iii)] :
\$ (344,127,146.44)
- (v) Net sales if Item 5(i) is greater
than Item 5(iv) [subtract Item 5(iv)
from item 5(i)] :
\$ 0.00

(vi) Redemption credits available for use in future years if Item 5(i) is less than Item 5(iv) [subtract Item 5(iv) from Item 5(i)]:
\$ (56,628,276.99)

(vii) Multiplier for determining registration fee (See Instruction C.9): 0.000278

(viii) Registration fee due [multiply Item 5(v) by Item 5(vii)] (enter 0 if no fee is due):
=\$ 0.00

6. Prepaid Shares

If the response to Item 5(i) was determined by deduction and amount of securities that were registered under the Securities Act of 1933 pursuant to rule 24e-2 as in effect before [effective date of rescission of rule 24e2], then report the amount of securities (number of shares or other units) deducted here:

. If there is a number of shares or other units that were registered pursuant to rule 24e-2 remaining unsold at the end of the fiscal year for which this Form is filed that are available for use by the issuer in future fiscal years, then state that number here:

7. Interest due if this Form is being filed more than 90 days after the end of the issuer's fiscal year (see Instruction D):

+\$0.00

8. Total of the amount of the registration fee due plus any interest due [line 5(viii) plus line 7]:

=

\$0.00

9. Date the registration fee and any interest payment was sent to the Commission's lockbox depository:

Method of Delivery:

Transfer [] Wire
other means [] Mail or

SIGNATURES

This report has been signed by the following persons on behalf of the issuer and in the capacities and on the dates indicated.

By (Signature and Title)* /s/Barry Fink
Barry Fink
Vice President

Date July 12, 1999

*Please print the name and title of the signing officer below the signature.