

SECURITIES AND EXCHANGE COMMISSION

FORM FWP

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

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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.: [13530851](#)
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

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STRUCTURED INVESTMENTS

Opportunities in U.S. Equities

Contingent Income Auto-Callable Securities due January 16, 2015

Based on the Performance of the Common Stock of Caterpillar Inc.

PRICING TERMS – JANUARY 11, 2013

Issuer:	Morgan Stanley
Underlying stock:	Caterpillar Inc. common stock
Aggregate principal amount:	\$15,906,510
Stated principal amount:	\$10 per security
Issue price:	\$10 per security
Pricing date:	January 11, 2013
Original issue date:	January 16, 2013 (3 business days after the pricing date)
Maturity date:	January 16, 2015
Early redemption:	If, on any of the first seven determination dates, the determination closing price of the underlying stock is greater than or equal to the initial share price, the securities will be automatically redeemed for an early redemption payment on the third business day following the related determination date.
Early redemption payment:	The early redemption payment will be an amount equal to (i) the stated principal amount <i>plus</i> (ii) the contingent quarterly payment with respect to the related determination date.
Determination closing price:	The closing price of the underlying stock on any determination date other than the final determination date <i>times</i> the adjustment factor on such determination date
Contingent quarterly payment:	<ul style="list-style-type: none"> If, on any determination date, the determination closing price or the final share price, as applicable, is greater than or equal to the downside threshold level, we will pay a contingent quarterly payment of \$0.20 (2.0% of the stated principal amount) per security on the related contingent payment date. If, on any determination date, the determination closing price or the final share price, as applicable, is less than the downside threshold level, no contingent quarterly payment will be made with respect to that determination date.
Determination dates:	April 13, 2013, July 13, 2013, October 13, 2013, January 13, 2014, April 13, 2014, July 13, 2014, October 13, 2014 and January 13, 2015, subject to postponement for non-trading days and certain market disruption events. We also refer to January 13, 2015 as the final determination date.
Contingent payment dates:	With respect to each determination date other than the final determination date, the third business day after the related determination date. The payment of the contingent quarterly payment, if any, with respect to the final determination date will be made on the maturity date.
Payment at maturity:	<ul style="list-style-type: none"> If the final share price is greater than or equal to the downside threshold level: (i) the stated principal amount <i>plus</i> (ii) the contingent quarterly payment with respect to the final determination date If the final share price is less than the downside threshold level: (i) a number of shares of the underlying stock equal to the product of the exchange ratio and the adjustment factor, each as of the final determination date, or (ii) at our option, the cash value of such shares as of the final determination date
Exchange ratio:	0.10505, which is the stated principal amount divided by the initial share price
Adjustment factor:	1.0, subject to adjustment in the event of certain corporate events affecting the underlying stock
Downside threshold level:	\$71.3925, which is equal to 75% of the initial share price
Initial share price:	\$95.19, which is equal to the closing price of the underlying stock on the pricing date
Final share price:	The closing price of the underlying stock on the final determination date <i>times</i> the adjustment factor on such date

CUSIP:	61761M219
ISIN:	US61761M2199
Listing:	The securities will not be listed on any securities exchange.
Agent:	Morgan Stanley & Co. LLC ("MS & Co."), a wholly owned subsidiary of Morgan Stanley. See "Supplemental information regarding plan of distribution; conflicts of interest" in the accompanying preliminary terms.

Commissions and issue price:	Price to public	Agent's commissions⁽¹⁾	Proceeds to issuer
Per security	\$10	\$0.175	\$9.825
Total	\$15,906,510	\$278,363.93	\$15,628,146.07

(1) *Selected dealers, including Morgan Stanley Smith Barney LLC (an affiliate of the agent), and their financial advisors will collectively receive from the Agent, MS & Co., a fixed sales commission of \$0.175 for each security they sell. For additional information, see "Supplemental information regarding plan of distribution; conflicts of interest" in the accompanying preliminary terms and "Plan of Distribution (Conflicts of Interest)" in the accompanying product supplement.*

The securities 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.

You should read this document together with the preliminary terms describing the offering and the related product supplement and prospectus, each of which can be accessed via the hyperlinks below.

[Preliminary Terms No. 509 dated January 2, 2013](#)

[Product Supplement for Auto-Callable Securities dated October 19, 2012](#)

[Prospectus dated November 21, 2011](#)

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 this offering will arrange to send you the prospectus if you request it by calling toll-free 1-800-584-6837.