

SECURITIES AND EXCHANGE COMMISSION

FORM 424B3

Prospectus filed pursuant to Rule 424(b)(3)

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FILER

MORGAN STANLEY GROUP INC /DE/

CIK: **789625** | IRS No.: **132838811** | State of Incorporation: **DE** | Fiscal Year End: **0131**
Type: **424B3** | Act: **33** | File No.: **033-57833** | Film No.: **96513192**
SIC: **6211** Security brokers, dealers & flotation companies

Business Address
1585 BROADWAY
NEW YORK NY 10036
2127034000

MORGAN STANLEY GROUP INC.
 MEDIUM - TERM NOTES, SERIES C

Floating Rate Notes Due More Than 9 Months From Date of Issue

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<S>	<C>	<C>	<C>
Principal Amount:	\$10,000,000	Annual Redemption Percentage Reduction:	N/A
Maturity Date:	February 6, 2001	Interest Payment Dates:	The 3rd Wednesday of February, May, August and November
Interest Rate Basis:	<input type="checkbox"/> CD Rate <input type="checkbox"/> Commercial Paper Rate <input type="checkbox"/> Federal Funds Rate <input checked="" type="checkbox"/> LIBOR <input type="checkbox"/> Prime Rate <input type="checkbox"/> Treasury Rate <input type="checkbox"/> Other	Interest Reset Dates:	Same as Interest Payment Dates
		Interest Payment Period:	Quarterly
		Interest Reset Period:	Quarterly
		Interest Determination Dates:	Two London Banking Days prior to the Interest Reset Date
		Settlement Date: (Original Issue Date)	February 8, 1996
Applicability of Modified Banking Day Convention:	Yes	Ranking:	Senior
Index Maturity:	3-Month	Calculation Agent:	Chemical Bank
Spread:	+0.25%	Book Entry Note or Certified:	Book Entry
Spread Multiplier:	N/A	Reporting Service:	Telerate (page 3750)
Maximum Interest Rate:	N/A	Alternative Rate Event Spread:	N/A
Minimum Interest Rate:	N/A	Put/Call Date:	N/A
Initial Repayment Date:	N/A	Put/Call Price:	N/A
Initial Repayment Percentage Reduction:	N/A	Put/Call Modification:	N/A
Interest Accrual Date:	February 8, 1996	Initial Interest Reset Date:	May 15, 1996
Initial Interest Rate:	To be determined on February 8, 1996	Initial Redemption Percentage:	N/A
Initial Redemption Date:	N/A		

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Capitalized terms not defined above have the meanings given to such terms in the accompanying Prospectus Supplement.

MORGAN STANLEY
 Incorporated