

SECURITIES AND EXCHANGE COMMISSION

FORM NSAR-B

Annual report for management companies filed on Form N-SAR

Filing Date: **1999-07-27** | Period of Report: **1999-05-31**
SEC Accession No. **0000923757-99-000005**

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FILER

MORGAN STANLEY DEAN WITTER MIDCAP GROWTH FUND

CIK: **923757** | State of Incorporation: **NY** | Fiscal Year End: **1231**
Type: **NSAR-B** | Act: **40** | File No.: **811-07179** | Film No.: **99670730**

Business Address
*TWO WORLD TRADE CENTER
NEW YORK NY 10048
2123921520*

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000 E000000 NF
000 F000000 Y
000 G000000 N
000 H000000 N
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SIGNATURE BARRY FINK

TITLE VP & GENERAL COUNSEL

WARNING: THE EDGAR SYSTEM ENCOUNTERED ERROR(S) WHILE PROCESSING THIS SCHEDULE.

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<INTEREST-INCOME>	1,015,707
<OTHER-INCOME>	0
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<NET-INVESTMENT-INCOME>	(9,211,070)
<REALIZED-GAINS-CURRENT>	(20,008,349)
<APPREC-INCREASE-CURRENT>	40,860,152
<NET-CHANGE-FROM-OPS>	11,640,733
<EQUALIZATION>	0
<DISTRIBUTIONS-OF-INCOME>	0
<DISTRIBUTIONS-OF-GAINS>	(193,217)
<DISTRIBUTIONS-OTHER>	0
<NUMBER-OF-SHARES-SOLD>	2,538,960
<NUMBER-OF-SHARES-REDEEMED>	(2,408,774)
<SHARES-REINVESTED>	3,156
<NET-CHANGE-IN-ASSETS>	0
<ACCUMULATED-NII-PRIOR>	0
<ACCUMULATED-GAINS-PRIOR>	88,453,838
<OVERDISTRIB-NII-PRIOR>	0

<OVERDIST-NET-GAINS-PRIOR>	0
<GROSS-ADVISORY-FEES>	0
<INTEREST-EXPENSE>	0
<GROSS-EXPENSE>	(11,061,365)
<AVERAGE-NET-ASSETS>	561,817,967
<PER-SHARE-NAV-BEGIN>	0
<PER-SHARE-NII>	0
<PER-SHARE-GAIN-APPREC>	0
<PER-SHARE-DIVIDEND>	0
<PER-SHARE-DISTRIBUTIONS>	0
<RETURNS-OF-CAPITAL>	0
<PER-SHARE-NAV-END>	0
<EXPENSE-RATIO>	0

</TABLE>

<TABLE>

<CAPTION>

Exhibit 77(0) Morgan Stanley Dean Witter Mid-Cap Growth Fund 10f-3
transactions for the period November 1, 1998 - May 31, 1999

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
	DATE	PRICE	SHARES	% of	TOTAL	TOTAL %	BROKER(S)
SECURITY	PURCHASED	SHARE	PURCHASED	Assets	ISSUED/ PRINCIPAL AMOUNT	PURCHASED BY MSDW FUNDS	
Banco Santander Puerto Rico	11/20/98	\$21.50	95,000	0.380%	\$155,875,000.00	1.324%	ABN Amro Chicago
Federal Mogul Corp.	12/14/98	\$56.94	30,000	0.324%	\$797,125,000.00	0.221%	Bear Stearns & Co.
Fox Entertainment	11/10/98	\$22.50	55,100	.237%	\$2,808,000,000.	0.160%	Merrill Lynch & Co.
The MONY Group	11/10/98	\$23.50	27,000	.073%	\$264,375,000.00	0.907%	Goldman Sachs
Ticketmaster Online -City Search	12/2/98	\$14.00	1,000	.003%	\$ 98,000,000.00	0.614%	Banc Boston Robertson Stephens
XOOM	12/9/98	\$14.00	10,000	.025%	\$ 56,000,000.00	0.825%	Bear Stearns & Co.
Entercom Communications	1/28/99	\$22.50	22,400	.084%	\$306,618,750.00	0.550%	First Boston
Keebler Foods	1/20/99	\$33.44	109,000	.598%	\$541,687,500.00	0.123%	First Boston
Marketwatch.com	1/15/99	\$17.00	2,700	.008%	\$ 46,750,000.00	0.582%	BT Alex Brown Inc.
Nvidia Corp.	1/21/99	\$12.00	6,100	.020%	\$ 42,000,000.00	0.729%	Donaldson Lufkin
Prodigy Communications Corp	2/10/99	\$15.00	39,800	.109%	\$150,000,000.00	1.315%	Bear Stearns, Inc.

</TABLE>

Morgan Stanley Dean Witter Mid-Cap Growth Fund

Item 77.C. Matters Submitted to a Vote of Security Holders -
June 8, 1999

Approval of an Agreement and Plan of Reorganization, dated February 25, 1999, between Morgan Stanley Dean Witter Mid-Cap Growth Fund ("MSDW Mid-Cap") and TCW/DW Mid-Cap Equity Trust ("TCW/DW Mid-Cap Equity"), pursuant to which substantially all of the assets of MSDW Mid-Cap would be combined with those of TCW/DW Mid-Cap Equity and shareholders of MSDW Mid-Cap would become shareholders of TCW/DW Mid-Cap Equity receiving shares of TCW/DW Mid-Cap Equity with a value equal to the value of their holdings in MSDW Mid-Cap:

For: 16,349,748
Abstain: 1,732,954

Against: 561,888

Item 77c - msdw mid-cap growth