

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.: [13552391](#)
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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Morgan Stanley

GLOBAL MEDIUM-TERM NOTES, SERIES F

Fixed Rate Senior Notes Due February 7, 2028

We, Morgan Stanley, will issue the Global Medium-Term Notes, Series F, Fixed Rate Senior Notes Due February 7, 2028 (the "notes") only in registered form, which form is further described under "Description of Notes-Forms of Notes" in the accompanying prospectus supplement.

We describe the basic features of the notes, including how interest is calculated, accrued and paid, including where a scheduled interest payment date is not a business day (the following unadjusted business day convention), in the section of the accompanying prospectus supplement called "Description of Notes" and in the section of the accompanying prospectus called "Description of Debt Securities-Fixed Rate Debt Securities," subject to and as modified by the provisions described below.

| | | | |
|---|---|--------------------------|---|
| Principal Amount: | \$ | Interest Payment Period: | Semi-annually |
| Maturity Date: | February 7, 2028 | Interest Payment Dates: | Each February 7 and August 7 commencing August 7, 2013 |
| Settlement Date (Original Issue Date): | February 7, 2013 | Call Price: | NA |
| Interest Accrual Date: | February 7, 2013 | First Call Date: | NA |
| Issue Price: | 100% | Call Frequency: | NA |
| Commissions: | % | Business Day: | New York |
| Proceeds to Morgan Stanley: | \$ | Minimum Denominations: | \$1,000 and integral multiples of \$1,000 in excess thereof |
| Specified Currency: | U.S. dollars | Survivor's Option: | No |
| Redemption Percentage at Maturity: | 100% | CUSIP: | 61760LCF0 |
| Interest Rate: | 4.125% per annum (calculated on a 30/360 day count basis) | Other Provisions: | None |

Terms not defined herein have the meanings given to such terms in the accompanying prospectus supplement and prospectus, as applicable.

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 website 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. You should read this document together with the related prospectus supplement and prospectus, each of which can be accessed via the hyperlinks below, before you decide to invest.

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

[Prospectus dated November 21, 2011](#)

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 Securities and Exchange Commission and state securities regulators have not approved or disapproved these securities, or determined if this term sheet or the accompanying prospectus supplement or the prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

MORGAN STANLEY