

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 20070107197-01**

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REGISTRATION & DISCLOSURE

TO: Department of Market Regulation
Financial Industry Regulatory Authority ("FINRA")

RE: Morgan Stanley & Co., Incorporated, Respondent
Broker-Dealer
CRD No. 8209

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, Morgan Stanley & Co., Incorporated (the "firm") submits this Letter of Acceptance, Waiver and Consent ("AWC") for the purpose of proposing a settlement of the alleged rule violations described below. This AWC is submitted on the condition that, if accepted, FINRA will not bring any future actions against the firm alleging violations based on the same factual findings described herein.

I.

ACCEPTANCE AND CONSENT

- A. The firm hereby accepts and consents, without admitting or denying the findings, and solely for the purposes of this proceeding and any other proceeding brought by or on behalf of FINRA, or to which FINRA is a party, prior to a hearing and without an adjudication of any issue of law or fact, to the entry of the following findings by FINRA:

BACKGROUND

The firm has been a member of FINRA since June 5, 1970 and its registration remains in effect. The firm has the following relevant prior disciplinary history:

On August 1, 2007, FINRA accepted an AWC in which the firm was censured and fined \$1.5 million for violations of NASD Rules 1022, 2110, 2440, IM-2440, and 3010 and SEC Rules 17(a)(2) and 17(a)(3).

On August 21, 2006, FINRA accepted an AWC in which the firm and Morgan Stanley DW, Inc. ("DEAN") were censured and fined \$2.9 million including a \$12,000 fine for the firm for violations of NASD Rule 6230, a \$7,500 fine for the firm for violations of NASD Rule 3110 and SEC Rules 17(a)(3) and 17(a)(4), a \$25,000 fine for DEAN for violations of MSRB Rule G-14 and a \$58,500 fine for DEAN for violations of NASD Rule 6230.

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SUMMARY

In connection with matter 20070107197, the Market Regulation Department staff (the "staff") conducted a review of the firm's compliance with Municipal Securities Rulemaking Board ("MSRB") reporting requirements during the period April 1, 2007 through June 30, 2007.

In connection with matter 20080137113, the staff conducted a review of the firm's compliance with MSRB reporting requirements during the period January 1, 2008 through March 31, 2008.

In connection with matter 20070112322, the staff conducted a review of the firm's compliance with Trade Reporting and Compliance Engine ("TRACE") reporting requirements during the period July 1, 2007 through September 30, 2007.

In connection with matter 20080128152, the staff conducted a review of the firm's compliance with TRACE reporting requirements during the period October 1, 2007 through December 31, 2007.

FACTS AND VIOLATIVE CONDUCT

20070107197

1. During the period April 1, 2007 through June 30, 2007, the firm failed to report information regarding 1,167 purchase and sale transactions effected in municipal securities to the Real-time Transaction Reporting System ("RTRS") in the manner prescribed by Rule G-14 RTRS Procedures and the RTRS Users Manual. Specifically, the firm failed to report information about such transactions within 15 minutes of Time of Trade to an RTRS Portal. These 1,167 transactions represented approximately four percent of all transactions (32,630) that the firm was required to transmit to the RTRS during the period April 1, 2007 through June 30, 2007. The conduct described in this paragraph constitutes separate and distinct violations of MSRB Rule G-14.

20080137113

2. During the period January 1, 2008 through March 31, 2008, the firm failed to report information regarding 1,097 purchase and sale transactions effected in municipal securities to the RTRS in the manner prescribed by Rule G-14 RTRS Procedures and the RTRS Users Manual. Specifically, the firm failed to report information about such transactions within 15 minutes of Time of Trade to an RTRS Portal.

These 1,097 transactions represented three percent of all transactions (35,690) that the firm was required to transmit to the RTRS during the period January 1, 2008 through March 31, 2008. The conduct described in this paragraph constitutes separate and distinct violations of MSRB Rule G-14.

20070112322

3. During the period July 1, 2007 through September 30, 2007, the firm failed to report to TRACE 1,352 transactions in TRACE-eligible securities within 15 minutes of the time of execution. These late transactions constituted five percent of all transactions in TRACE-eligible securities that the firm was required to report to TRACE during the period July 1, 2007 through September 30, 2007. The conduct described in this paragraph constitutes separate and distinct violations of NASD Rule 6230(a).

20080128152

4. During the period October 1, 2007 through December 31, 2007, the firm failed to report to TRACE the correct time of trade execution for 1,080 transactions in TRACE-eligible securities. These inaccurate transactions constituted 22 percent of all transactions in TRACE-eligible securities that the firm was required to report to TRACE during the period October 1, 2007 through December 31, 2007. The conduct described in this paragraph constitutes separate and distinct violations of NASD Rule 6230(c)(8).
5. During the period October 1, 2007 through December 31, 2007, the firm also failed to report to TRACE these 1,080 transactions in TRACE-eligible securities within 15 minutes of the time of execution. These late transactions constituted 22 percent of all transactions in TRACE-eligible securities that the firm was required to report to TRACE during the period October 1, 2007 through December 31, 2007. The conduct described in this paragraph constitutes separate and distinct violations of NASD Rule 6230(a) and a pattern or practice of late reporting without exceptional circumstances in violation of NASD Rule 2110.
6. During the period October 1, 2007 through December 31, 2007, the firm failed to show the correct time of entry on the memorandum of 1,080 brokerage orders. The conduct described in this paragraph constitutes separate and distinct violations of SEC Rule 17a-3 and NASD Rule 3110.

B. The firm also consents to the imposition of the following sanctions:

A censure and fine of \$55,000 comprised of:

- \$5,000 fine for the MSRB reporting violations in connection with matter 20070107197;
- \$7,500 fine for the MSRB reporting violations in connection with matter 20080137113;

- \$17,500 fine for the TRACE reporting violations in connection with matter 20070112322; and
- \$25,000 fine in connection with matter 20080128152 comprised of a \$20,000 fine for the TRACE reporting violations and a \$5,000 fine for the books and records violations.

The firm agrees to pay the monetary sanction(s) upon notice that this AWC has been accepted and that such payment(s) are due and payable. It has submitted an Election of Payment form showing the method by which it proposes to pay the fine imposed.

The firm specifically and voluntarily waives any right to claim that it is unable to pay, now or at any time hereafter, the monetary sanction(s) imposed in this matter.

The sanctions imposed herein shall be effective on a date set by FINRA staff.

II.

WAIVER OF PROCEDURAL RIGHTS

The firm specifically and voluntarily waives the following rights granted under FINRA's Code of Procedure:

- A. To have a Complaint issued specifying the allegations against the firm;
- B. To be notified of the Complaint and have the opportunity to answer the allegations in writing;
- C. To defend against the allegations in a disciplinary hearing before a hearing panel, to have a written record of the hearing made and to have a written decision issued; and
- D. To appeal any such decision to the National Adjudicatory Council ("NAC") and then to the U.S. Securities and Exchange Commission and a U.S. Court of Appeals.

Further, the firm specifically and voluntarily waives any right to claim bias or prejudgment of the General Counsel, the NAC, or any member of the NAC, in connection with such person's or body's participation in discussions regarding the terms and conditions of this AWC, or other consideration of this AWC, including acceptance or rejection of this AWC.

The firm further specifically and voluntarily waives any right to claim that a person violated the ex parte prohibitions of FINRA Rule 9143 or the separation of functions prohibitions of FINRA Rule 9144, in connection with such person's or body's participation in discussions regarding the terms and conditions of this AWC, or other consideration of this AWC, including its acceptance or rejection.

III.

OTHER MATTERS

The firm understands that:

- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by the NAC, a Review Subcommittee of the NAC, or the Office of Disciplinary Affairs ("ODA"), pursuant to FINRA Rule 9216;
- B. If this AWC is not accepted, its submission will not be used as evidence to prove any of the allegations against the firm; and
- C. If accepted:
 - 1. this AWC will become part of the firm's permanent disciplinary record and may be considered in any future actions brought by FINRA or any other regulator against the firm;
 - 2. this AWC will be made available through FINRA's public disclosure program in response to public inquiries about the firm's disciplinary record;
 - 3. FINRA may make a public announcement concerning this agreement and the subject matter thereof in accordance with FINRA Rule 8313; and
 - 4. The firm may not take any action or make or permit to be made any public statement, including in regulatory filings or otherwise, denying, directly or indirectly, any finding in this AWC or create the impression that the AWC is without factual basis. The firm may not take any position in any proceeding brought by or on behalf of FINRA, or to which FINRA is a party, that is inconsistent with any part of this AWC. Nothing in this provision affects the firm's right to take legal or factual positions in litigation or other legal proceedings in which FINRA is not a party.
- D. The firm may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. The firm understands that it may not deny the charges or make any statement that is inconsistent with the AWC in this Statement. This Statement does not constitute factual or legal findings by FINRA, nor does it reflect the views of FINRA or its staff.

The undersigned, on behalf of the Firm, certifies that a person duly authorized to act on its behalf has read and understands all of the provisions of this AWC and has been given a full opportunity to ask questions about it; that it has agreed to the AWC's provisions voluntarily; and that no offer, threat, inducement, or promise of any kind, other than the terms set forth herein and the prospect of avoiding the issuance of a Complaint, has been made to induce the firm to submit it.

9/3/09
Date

Morgan Stanley & Co., Incorporated

By Jill W. Ostergaard

Name: Jill W. Ostergaard

Title: Managing Director

Reviewed by:

Attorney Name
Counsel for Respondent

Accepted by FINRA:

Signed on behalf of the
Director of ODA, by delegated authority

9/25/09
Date

Thomas R. Gira
Thomas R. Gira
Executive Vice President
Department of Market Regulation