

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 20070119457-01**

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.¹

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 became a member of NASD (now known as FINRA) on June 5, 1970. The firm's registration remains in effect.

RELEVANT DISCIPLINARY HISTORY

The firm has no relevant disciplinary history.

¹ The firm understands and agrees that FINRA has reserved for future consideration and possible disciplinary action any supervision violation that may have occurred in connection with NASD Rules 2110, 2440 and IM-2440 and MSRB Rules G-17 and G-30(a).

SUMMARY

In this matter (20070119457), the staff of the Department of Market Regulation of FINRA (the "staff") reviewed the firm's municipal and corporate bond trading activity during the period January 1 through December 31, 2003 (the "review period").

FACTS AND VIOLATIVE CONDUCT

1. During the review period, in 11 transactions, the firm sold or bought corporate bonds to or from customers and failed to sell or buy such bonds at a price that was fair, taking into consideration all relevant circumstances, including market conditions with respect to each bond at the time of the transaction, the expense involved and that the firm was entitled to a profit. The transactions are identified on Exhibit A which is attached hereto. The conduct described in this paragraph constitutes separate and distinct violations of NASD Rules 2110, 2440 and IM-2440.
2. During the review period, in three transactions, the firm purchased municipal securities for its own account from a customer and/or sold municipal securities for its own account to a customer at an aggregate price (including any mark-down or mark-up) that was not fair and reasonable, taking into consideration all relevant factors, including the best judgment of the broker, dealer or municipal securities dealer as to the fair market value of the securities at the time of the transaction and of any securities exchanged or traded in connection with the transaction, the expense involved in effecting the transaction, the fact that the broker, dealer, or municipal securities dealer is entitled to a profit, and the total dollar amount of the transaction. The transactions are also identified on Exhibit A which is attached. The conduct described in this paragraph constitutes separate and distinct violations of MSRB Rules G-17 and G-30(a).

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

- A censure.
- A fine of \$90,000.

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 firm also agrees to make restitution to the investors listed on Exhibit A which is attached, in the total amount of \$40,604.81, plus interest at the rate set forth in Section 6621(a) of the Internal Revenue Code, 26 U.S.C. 6621(a)(2), from the date of the violative conduct until the date this AWC is accepted by the National Adjudicatory

Council. A registered principal of the firm shall submit satisfactory proof of payment of the restitution, or of reasonable and documented efforts undertaken to effect restitution, to the COMPLIANCE ASSISTANT, LEGAL SECTION, MARKET REGULATION DEPARTMENT, 9509 KEY WEST AVENUE, ROCKVILLE, MD 20850 or in an e-mail from a work-related account of the registered principal to MarketRegulationComp@finra.org, no later than 120 days after acceptance of this AWC. If for any reason, Respondent cannot locate any customer after reasonable and documented efforts within such period, or such additional period agreed to by the staff, Respondent shall forward any undistributed restitution and interest to the appropriate escheat, unclaimed-property or abandoned-property fund for the state in which the customer is known to have last resided.

The sanctions imposed herein shall be effective on a date set by FINRA staff. Pursuant to FINRA Rule 8313(e), a bar or expulsion shall become effective upon approval or acceptance of this AWC.

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.

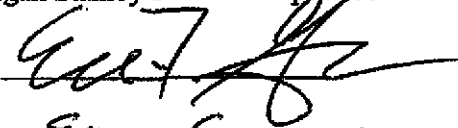
The undersigned, on behalf of the Firm, certifies that a person duly authorized to act on its behalf has read and understands all of the provisions of this AWC and has been given a full opportunity to ask questions about it; that it has agreed to the AWC's provisions voluntarily; and that no offer, threat, 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.

JULY 24, 2009

Date

Respondent

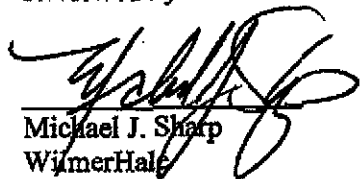
Morgan Stanley & Co. Incorporated

By: 

Name: ERIC GROSSMAN

Title: MANAGING DIRECTOR

Reviewed by:



Michael J. Sharp

WimmerHale

399 Park Avenue

New York, NY 10022

Accepted by FINRA:

8/24/09
Date

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

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

Item No.	Date	CUSIP ID	Issue	Quantity	Contra 1*	Trade 1 Time	Trade 1 Price	Firm	Contra 2*	Trade 2 Time	Trade 2 Price	Markup	Markdown	Restitution
CORPORATE BONDS														
55	4/17/2003	210795PA20	CALA.GB	500	C(S)	11:15:22	57	DEAN	ASEL(B)	11:29:45	61.5	N/A	7.32%	\$ 10,938.00
15	1/30/2003	984119AC10	XCFT.GA	20	C(S)	13:31:36	63.5	DEAN	C(B)	13:45:45	69.875	5.47%	N/A	\$ 62.50
66	5/18/2003	52720NAE00	LVL.T.GB	20	C(B)	10:22:36	78.5	DEAN	C(S)	10:23:55	72.5	5.37%	N/A	\$ 398.19
59	5/2/2003	52517PNZ00	LEH.KY	55	C(S)	12:44:55	14.75	DEAN	C(B)	12:54:44	18.75	8.94%	N/A	\$ 351.63
63	5/14/2003	25468FAM80	DUS.GP	500	BHCS(S)	13:25:33	91.8	DEAN	C(B)	13:30:14	97.75	6.49%	N/A	\$ 6,800.00
41	3/10/2003	001765AG10	AMR.GC	400	PFSI(S)	12:27:15	15	DEAN	C(B)	12:35:11	18.5	23.33%	N/A	\$ 11,000.00
53	4/17/2003	168894AA10	AES.HA	120	PFSI(S)	14:21:33	68.5	DEAN	C(B)	14:24:02	73	6.57%	N/A	\$ 1,290.00
103	7/10/2003	049164AP10	CSO.GB	100	C(B)	16:16:13	21.75	DEAN	ASEL(S)	16:43:19	17.5	24.29%	N/A	\$ 3,750.00
121	8/22/2003	131347AW80	CPN.GJ	20	C(S)	10:58:10	69	DEAN	C(B)	11:09:54	76	5.58%	N/A	\$ 80.00
87	6/23/2003	131347AW60	CPN.GJ	20	C(B)	10:26:51	77.75	DEAN	C(S)	10:31:36	72.5	5.25%	N/A	\$ 36.25
47	3/13/2003	382550AH40	GT.GF	10	C(S)	14:08:18	65.5	DEAN	C(B)	14:11:18	71	5.58%	N/A	\$ 38.75
														\$ 34,746.32
MUNICIPAL BONDS														
1	12/19/2003	493230EB8		5	C(S)	16:10:00	52.595	DEAN	JIKE(B)	16:34:00	66.284	N/A	22.98%	\$ 613.74
53	5/6/2003	236035AK8		25	BLPC(S)	10:50:00	40.5	DEAN	C(B)	11:25:00	43.5	7.41%	N/A	\$ 243.75
55	6/4/2003	442348XE3		200	RWSM(S)	12:28:00	64.6	DEAN	C(B)	14:19:00	69	6.98%	N/A	\$ 5,001.00
														\$ 5,858.49
														\$ 40,804.81

* Contra parties are identified as follows: B-D (S) indicates another Broker-Dealer selling to the firm; B-D (B) indicates another Broker-Dealer buying from the firm; C (S) indicates a customer selling to the firm; and C (B) indicates a customer buying from the firm.