

Report Prepared On: 02/02/13

**Structured Product Details**

<b>Name</b>	Buffered PLUS linked to S&P 500 Index
<b>Issue Size</b>	\$1.01 million
<b>Issue Price</b>	\$1,000
<b>Term</b>	18 Months
<b>Annualized Coupon</b>	0.00%
<b>Pricing Date</b>	July 9, 2012
<b>Issue Date</b>	July 12, 2012
<b>Valuation Date</b>	January 8, 2014
<b>Maturity Date</b>	January 13, 2014
<b>Issuer</b>	Morgan Stanley
<b>CDS Rate</b>	269.26 bps
<b>Swap Rate</b>	0.80%
<b>Reference Asset</b>	the S&P 500 Index
<b>Initial Level</b>	1,352.46
<b>Dividend Rate</b>	2.09%
<b>Implied Volatility</b>	21.81%
<b>Delta<sup>1</sup></b>	0.62
<b>Fair Price at Issue</b>	\$959.85
<b>CUSIP</b>	617482V27
<b>SEC Link</b>	<a href="http://www.sec.gov/Archives/edgar/data/895421/000095010312003563/dp31631_424b2-ps254.htm">www.sec.gov/Archives/edgar/data/895421/000095010312003563/dp31631_424b2-ps254.htm</a>

**Related Research**

**Research Papers:**  
[www.slcg.com/research.php](http://www.slcg.com/research.php)

- "Are Structured Products Suitable for Retail Investors?" December 2006.
- "Structured Products in the Aftermath of Lehman Brothers," November 2009.
- "What TiVo and JP Morgan Teach Us about Reverse Convertibles," June 2010.

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**Buffered PLUS linked to S&P 500 Index**

**Description**

Morgan Stanley issued \$1.01 million of Buffered PLUS linked to S&P 500 Index on July 12, 2012 at \$1,000 per note.

These notes are Morgan Stanley-branded Buffered PLUS securities that do not pay periodic coupons, but instead pay a single amount at maturity depending on the final level of the S&P 500 Index.

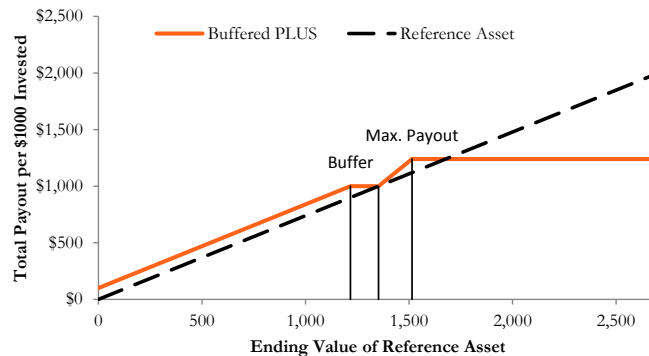
If on January 8, 2014 the S&P 500 Index level is higher than 1,352.46, but lower than 1,514.76, the notes pay a return equal to the percentage increase in the S&P 500 Index multiplied by 2.0, up to a cap of 24.00%. If on January 8, 2014 the refe is below 1,352.46 but not below 1217.21, investors receive \$1,000 face value per note. If the S&P 500 Index level on January 8, 2014 is lower than 1217.21, investors receive face value per note reduced by the amount the reference asset is below 1217.21 as a percent of the initial level, 1,352.46.

**Valuation**

This product can be valued as a combination of a note from Morgan Stanley, one short out-of-the-money put option, two long at-the-money call options, and two short out-of-the-money call options. For reasonable valuation inputs this note was worth \$959.85 when it was issued on July 12, 2012 because the value of the options investors gave Morgan Stanley plus the interest investors would have received on Morgan Stanley's straight debt was worth \$40.15 more than the options investors received from Morgan Stanley.

There is no active secondary market for most structured products. Structured products, including this note, therefore are much less liquid than simple stocks, bonds, notes and mutual funds. Investors are likely to receive less than the structured product's estimated market value if they try to sell the structured product prior to maturity. Our valuations do not incorporate this relative lack of liquidity and therefore should be considered an upper bound on the value of the structured product.

**Payoff Curve at Maturity**

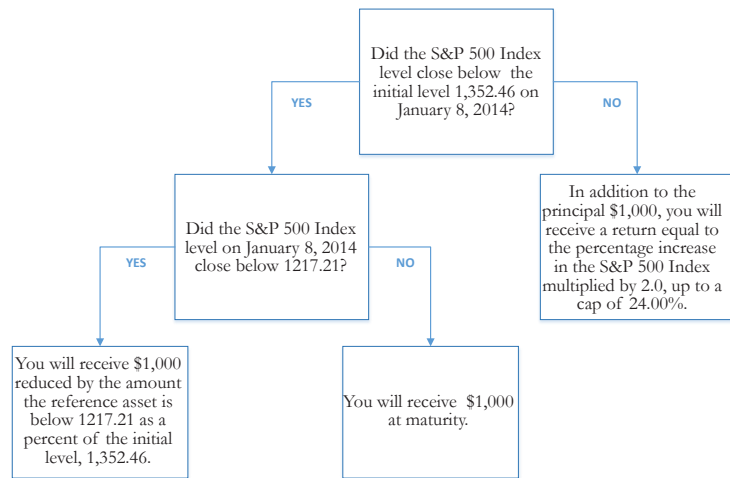


The payoff diagram shows the final payoff of this note given the S&P 500 Index level (horizontal axis). For comparison, the dashed line shows the payoff if you invested in the S&P 500 Index directly.

**Principal Payback Table**

The S&P 500 Index	Note Payoff
0.00	\$100.00
135.25	\$200.00
270.49	\$300.00
405.74	\$400.00
540.98	\$500.00
676.23	\$600.00
811.48	\$700.00
946.72	\$800.00
1,081.97	\$900.00
1,217.21	\$1,000.00
<b>1,352.46</b>	<b>\$1,000.00</b>
1,487.71	\$1,200.00
1,622.95	\$1,240.00
1,758.20	\$1,240.00
1,893.44	\$1,240.00
2,028.69	\$1,240.00

**Maturity Payoff Diagram**

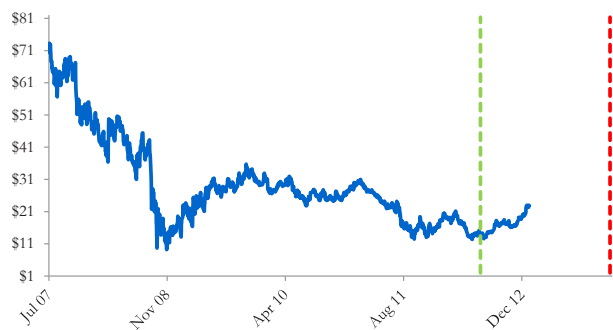


*The contingent payoffs of this Buffered PLUS.*

**Analysis**

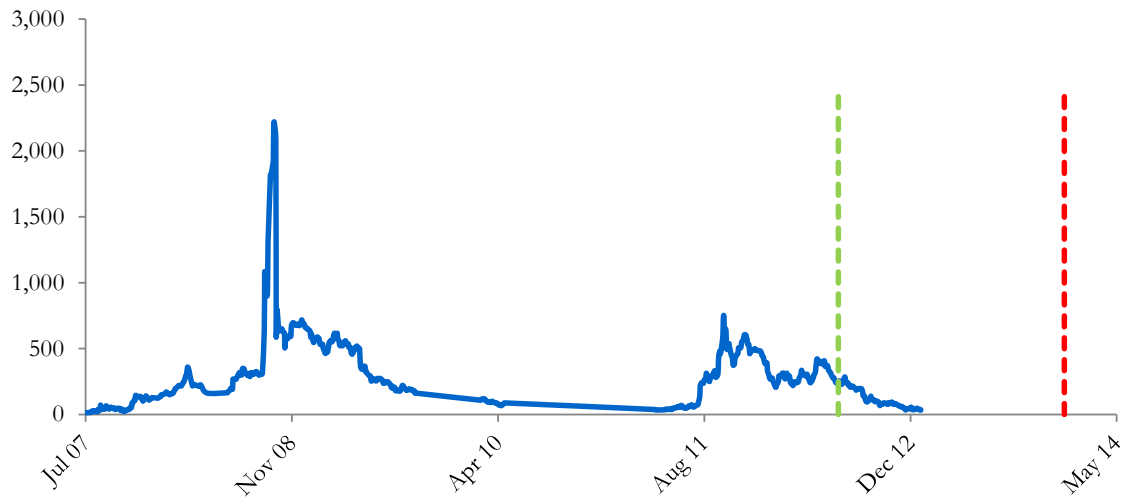
This Buffered PLUS pays investors the increase in the S&P 500 Index multiplied by 2.0 capped at 24.00%, but if the S&P 500 Index declines over the term of the note, investors will suffer losses equal to the percentage decline in the S&P 500 Index. In addition, investors bear the credit risk of Morgan Stanley. Investors purchasing this Buffered PLUS effectively sell at-the-money put and out-of-the-money call options to Morgan Stanley, buy at-the-money call options, and a zero-coupon note from Morgan Stanley. This Buffered PLUS is fairly priced if and only if the market value of the options investors received from Morgan Stanley equals the market value of the options investors gave Morgan Stanley plus the interest investors would have received on Morgan Stanley's straight debt.

**Morgan Stanley's Stock Price**



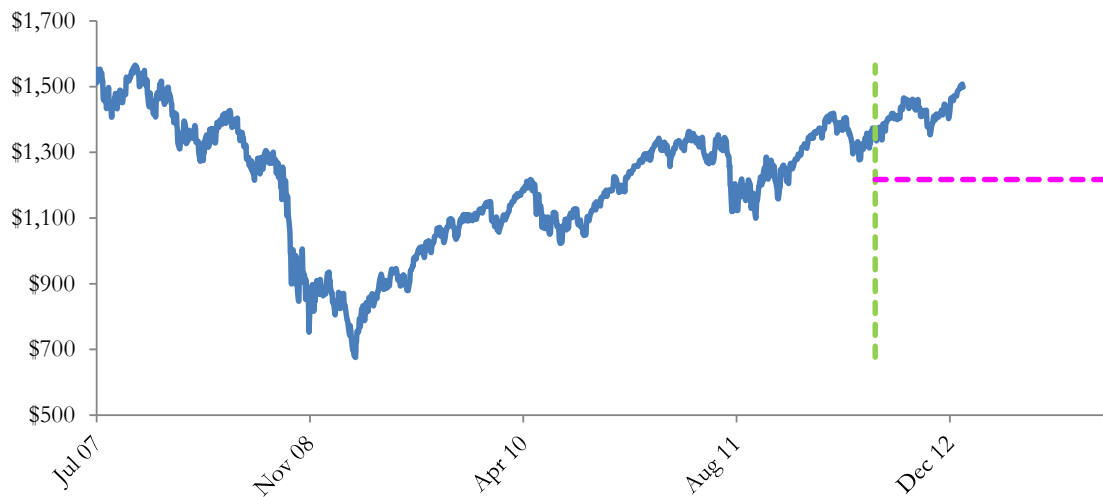
*The graph above shows the adjusted closing price of the issuer Morgan Stanley for the past several years. The stock price of the issuer is an indication of the financial strength of Morgan Stanley. The adjusted price shown above incorporates any stock split, reverse stock split, etc.*

### Morgan Stanley's CDS Rate



Credit default swap (CDS) rates are the market price that investors require to bear credit risk of an issuer such as Morgan Stanley. CDS rates are usually given in basis points (bps). One basis point equals 0.01%. Higher CDS rates reflect higher perceived credit risk, higher required yields, and therefore lower market value of Morgan Stanley's debt, including outstanding Buffered PLUS. Fluctuations in Morgan Stanley's CDS rate impact the market value of the notes in the secondary market.

### The S&P 500 Index Level

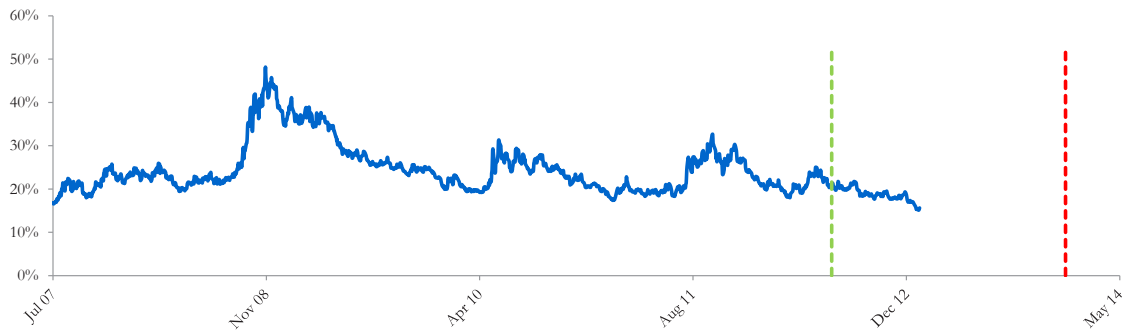


The graph above shows the historical levels of the S&P 500 Index for the past several years. The final payoff of this note is determined by the S&P 500 Index level at maturity. Higher fluctuations in the S&P 500 Index level correspond to a greater uncertainty in the final payout of this Buffered PLUS.

### Realized Payoff

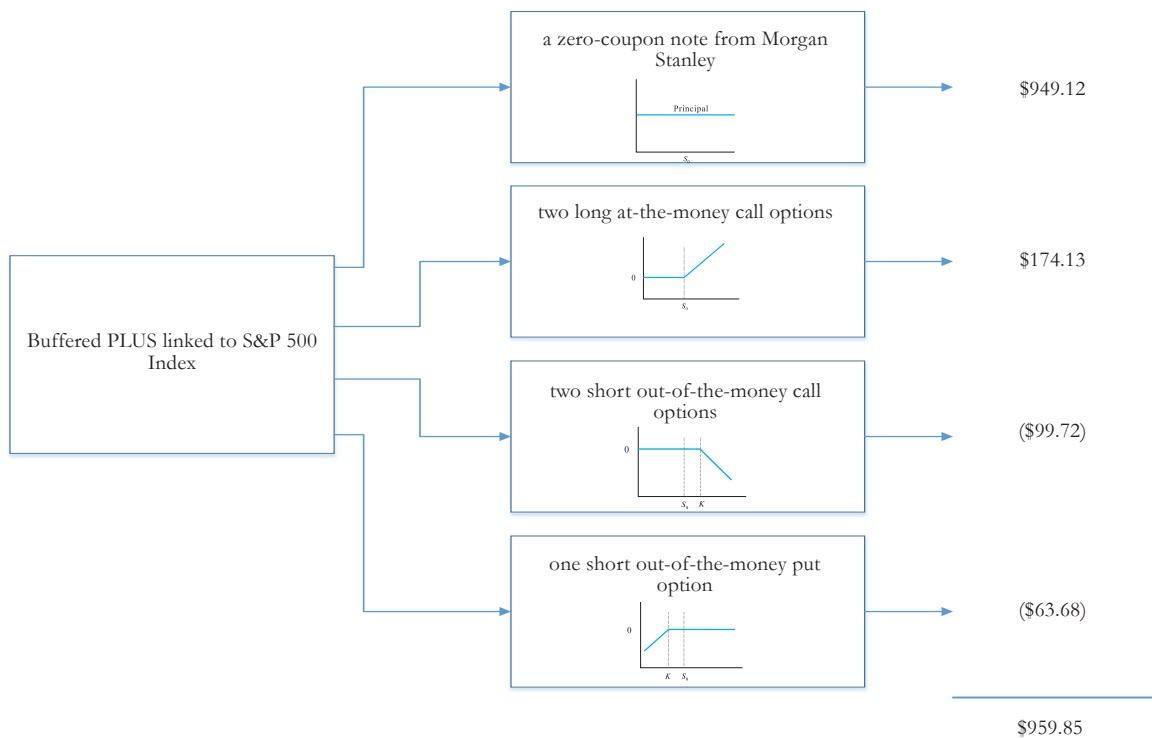
This product will mature on January 13, 2014.

## Reference Asset The S&P 500 Index's Implied Volatility



The annualized implied volatility of the S&P 500 Index on July 9, 2012 was 21.81%, meaning that options contracts on the S&P 500 Index were trading at prices that reflect an expected annual volatility of 21.81%. The higher the implied volatility, the larger the expected fluctuations of the S&P 500 Index level and of the Note's market value during the life of the Notes.

## Decomposition of this Buffered PLUS



This note can be decomposed into different components, and each component can be valued separately. The chart above shows the value of each component of this Buffered PLUS.

1. Delta measures the sensitivity of the price of the note to the S&P 500 Index level on July 9, 2012.
2. CDS rates can be considered a measure of the probability that an issuer will default over a certain period of time and the likely loss given a default. The lower the CDS rate, the lower the default probability. CDS rate is given in basis points (1 basis point equals 0.01%), and is considered as a market premium, on top of the risk-free rate, that investors require to insure against a potential default.
3. Fair price evaluation is based on the Black-Scholes model of the S&P 500 Index on July 9, 2012.
4. Calculated payout at maturity is only an approximation, and may differ from actual payouts at maturity.
5. Our evaluation does not include any transaction fees, broker commissions, or liquidity discounts on the notes.