

Report Prepared On: 02/02/13

**Structured Product Details**

<b>Name</b>	Buffered Return Optimization Securities linked to Technology Select Sector SPDR Fund
<b>Issue Size</b>	\$2.97 million
<b>Issue Price</b>	\$10
<b>Term</b>	24 Months
<b>Annualized Coupon</b>	0.00%
<b>Pricing Date</b>	April 25, 2012
<b>Issue Date</b>	April 30, 2012
<b>Valuation Date</b>	April 25, 2014
<b>Maturity Date</b>	April 30, 2014
<b>Issuer</b>	Morgan Stanley
<b>CDS Rate</b>	330.21 bps
<b>Swap Rate</b>	0.56%
<b>Reference Asset</b>	Technology Select Sector SPDR Fund
<b>Initial Level</b>	\$29.82
<b>Dividend Rate</b>	1.32%
<b>Implied Volatility</b>	21.73%
<b>Delta<sup>1</sup></b>	0.6
<b>Fair Price at Issue</b>	\$9.37
<b>CUSIP</b>	61760T694
<b>SEC Link</b>	<a href="http://www.sec.gov/Archives/edgar/data/895421/000095010312002231/dp30247_424b2-ps146.htm">www.sec.gov/Archives/edgar/data/895421/000095010312002231/dp30247_424b2-ps146.htm</a>

**Buffered Return Optimization Securities linked to Technology Select Sector SPDR Fund**

**Description**

Morgan Stanley issued \$2.97 million of Buffered Return Optimization Securities linked to Technology Select Sector SPDR Fund on April 30, 2012 at \$10 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 Technology Select Sector SPDR Fund.

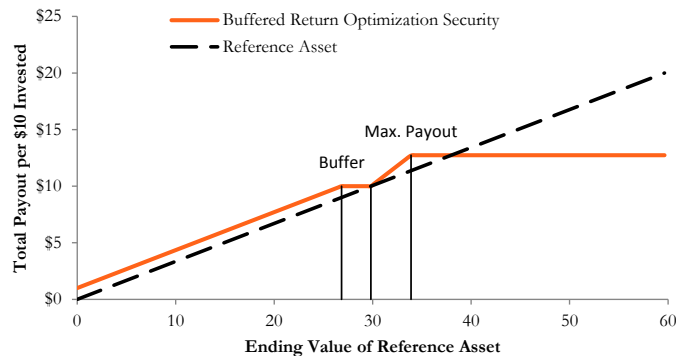
If on April 25, 2014 Technology Select Sector SPDR Fund's share price is higher than \$29.82, but lower than \$33.90, the notes pay a return equal to the percentage increase in Technology Select Sector SPDR Fund multiplied by 2.0, up to a cap of 27.35%. If on April 25, 2014 the refe is below \$29.82 but not below \$26.84, investors receive \$10 face value per note. If Technology Select Sector SPDR Fund's share price on April 25, 2014 is lower than \$26.84, investors receive face value per note reduced by the amount the reference asset is below \$26.84 as a percent of the initial level, \$29.82.

**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 \$9.37 when it was issued on April 30, 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 \$0.63 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 Technology Select Sector SPDR Fund's share price (horizontal axis). For comparison, the dashed line shows the payoff if you invested in Technology Select Sector SPDR Fund directly.

**Related Research**

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

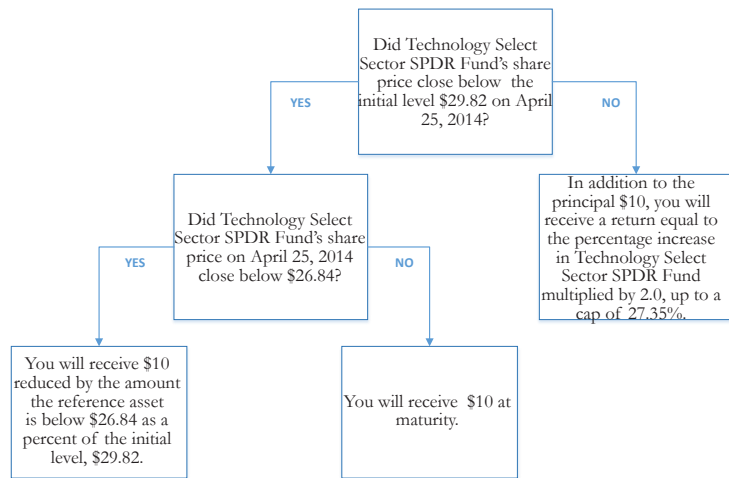
- "Are Structured Products Suitable for Retail Investors?" December 2006.
- "Structured Products in the Aftermath of Lehman Brothers," November 2009.
- "What TiVo and JP Morgan Teach Us about Reverse Convertibles," June 2010.

**Tim Husson, Ph.D.,**  
 Senior Financial Economist, SLCG  
 (+1) 703.890.0743  
[TimHusson@slcg.com](mailto:TimHusson@slcg.com)

**Principal Payback Table**

Technology Select Sector SPDR Fund	Note Payoff
\$0.00	\$1.00
\$2.98	\$2.00
\$5.96	\$3.00
\$8.95	\$4.00
\$11.93	\$5.00
\$14.91	\$6.00
\$17.89	\$7.00
\$20.87	\$8.00
\$23.86	\$9.00
\$26.84	\$10.00
<b>\$29.82</b>	<b>\$10.00</b>
\$32.80	\$12.00
\$35.78	\$12.74
\$38.77	\$12.74
\$41.75	\$12.74
\$44.73	\$12.74

**Maturity Payoff Diagram**

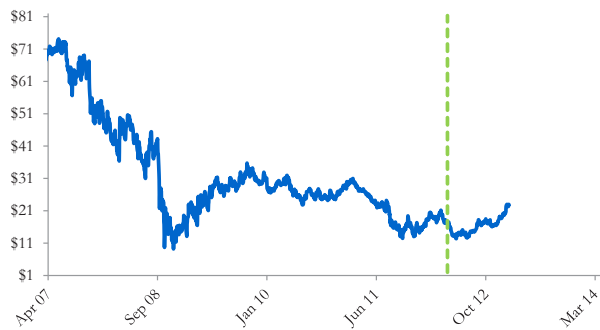


*The contingent payoffs of this Buffered Return Optimization Security.*

**Analysis**

This Buffered Return Optimization Security pays investors the increase in Technology Select Sector SPDR Fund multiplied by 2.0 capped at 27.35%, but if Technology Select Sector SPDR Fund declines over the term of the note, investors will suffer losses equal to the percentage decline in Technology Select Sector SPDR Fund. In addition, investors bear the credit risk of Morgan Stanley. Investors purchasing this Buffered Return Optimization Security 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 Return Optimization Security 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.

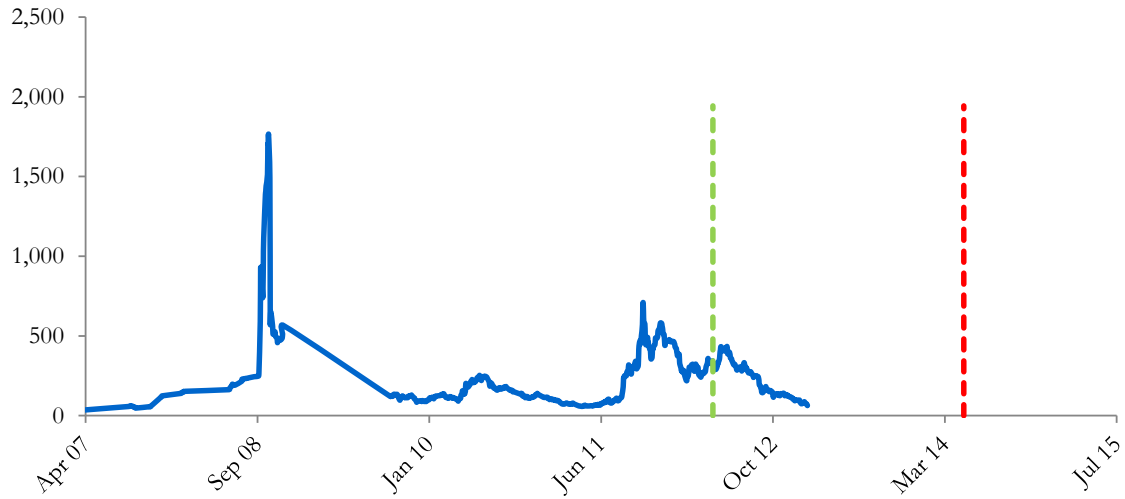
**Morgan Stanley's Stock Price**



*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

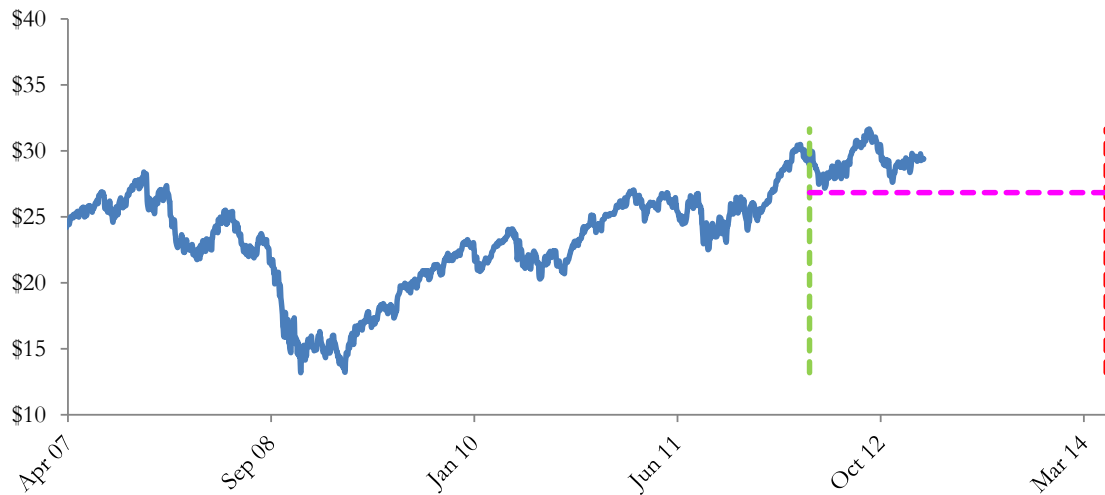
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Credit default swap (CDS) rates are the market price that investors require to bear credit risk of an issuer such as Morgan Stanley. CDS rates are usually given in basis points (bps). One basis point equals 0.01%. Higher CDS rates reflect higher perceived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

### Technology Select Sector SPDR Fund's Share Price

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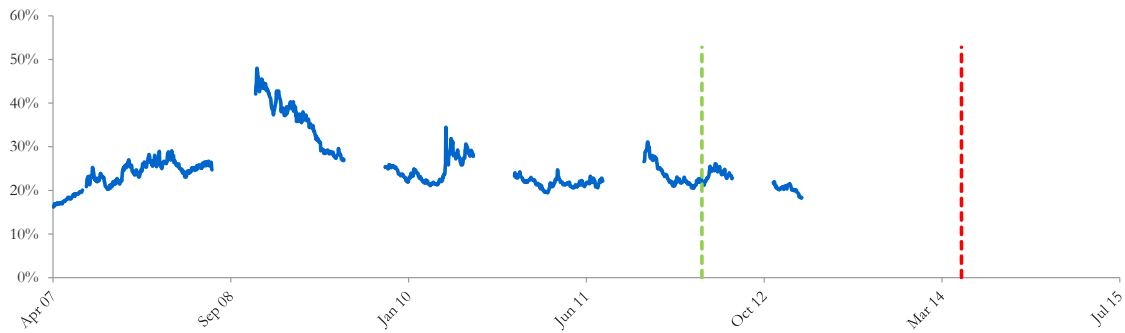
The graph above shows the historical levels of Technology Select Sector SPDR Fund for the past several years. The final payoff of this note is determined by Technology Select Sector SPDR Fund's share price at maturity. Higher fluctuations in Technology Select Sector SPDR Fund's share price correspond to a greater uncertainty in the final payout of this Buffered Return Optimization Security.

### Realized Payoff

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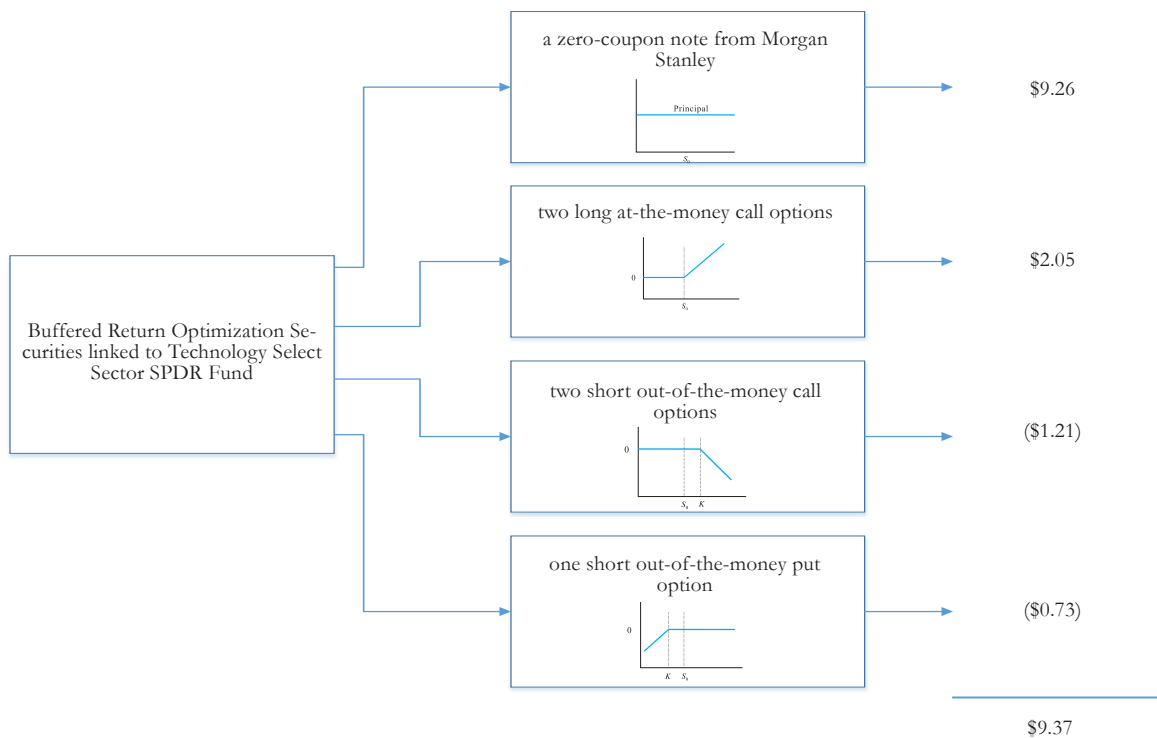
This product will mature on April 30, 2014.

## Reference Asset Technology Select Sector SPDR Fund's Implied Volatility



The annualized implied volatility of Technology Select Sector SPDR Fund on April 25, 2012 was 21.73%, meaning that options contracts on Technology Select Sector SPDR Fund were trading at prices that reflect an expected annual volatility of 21.73%. The higher the implied volatility, the larger the expected fluctuations of Technology Select Sector SPDR Fund's share price and of the Note's market value during the life of the Notes.

## Decomposition of this Buffered Return Optimization Security



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 Return Optimization Security.

1. Delta measures the sensitivity of the price of the note to the Technology Select Sector SPDR Fund's share price on April 25, 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 Technology Select Sector SPDR Fund on April 25, 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.