

KNIGHT CHARLES F

Form 4

September 13, 2002

SEC Form 4

FORM 4 <input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940				OMB APPROVAL <hr/> OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . . . 0.5		
1. Name and Address of Reporting Person* Knight, Charles F. <div style="display: flex; justify-content: space-between;"> (Last) (First) </div> <div style="display: flex; justify-content: space-between;"> Morgan Stanley (Middle) </div> <div style="display: flex; justify-content: space-between;"> 1585 Broadway </div> <div style="display: flex; justify-content: space-between;"> (Street) </div> <div style="display: flex; justify-content: space-between;"> New York, NY 10036 </div> <div style="display: flex; justify-content: space-between;"> (City) (State) (Zip) </div>	2. Issuer Name and Ticker or Trading Symbol Morgan Stanley MWD	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year 08/28/2002	5. If Amendment, Date of Original (Month/Day/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Description 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8) Code / V	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5) Amount / A/D / Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock (1)	12/6/2001		A / V	18 / A / \$57.05		D	
Common Stock (1)	12/11/2001		A / V	36 / A / \$54.85		D	
Common Stock (1)	12/18/2001		A / V	19 / A / \$53.56		D	
Common Stock (1)	3/17/2002		A / V	18 / A / \$56.82		D	
Common Stock (1)	3/18/2002		A / V	18 / A / \$56.82		D	
Common Stock (1)	3/19/2002		A / V	752 / A / \$57.88		D	
Common Stock	3/19/2002		A / V	1,200 / A / \$		D	
Common Stock (1)	6/18/2002		A / V	44 / A / \$45.20	11,972 (2)	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exercise Price of Deri- vative Security	3. Transac- tion Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Transaction Code (Instr.8) Code / V	5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) A or D	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year) DE / ED	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Title / Amount or Number of Shares	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr.4)	10. Owner- ship Form of Deriv- ative Securitie Direct (D) or Indirect (Instr.4)
Non-Qualified Stock Option (Right to Buy)	\$57.88	3/19/2002		A / V	8,000 A	09/19/02 / 03/19/12	Common Stock / 8,000	\$	8,000	D

Explanation of Responses:

1. Stock units acquired under the deferred compensation provisions of the Morgan Stanley Directors' Equity Capital Accumulation Plan (DECAP).
2. Includes 7,717 stock units acquired under the deferred compensation provisions of DECAP, which were reported previously in Table II. These stock units may be settled only in shares of Common Stock at a ratio of 1 to 1.

POWER OF ATTORNEY

The undersigned hereby makes, constitutes and appoints each of Christine A. Edwards, Ronald T. Carman, Martin M. Cohen, William J. O'Shaughnessy, Jr., Charlene R. Herzer, W. Gary Beeson, Ola E. Lotfy, Teresa Tsai and Jennifer Zimmerman to act severally and not jointly, as his true and lawful agents and attorneys-in-fact, with full power and authority to act hereunder, each in his/her discretion, in the name of and for and on behalf of the undersigned as fully as could the undersigned if present and acting in person, to make any and all required or voluntary filings under Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the applicable rules and regulation thereunder, with the Securities and Exchange Commission, any and all applicable stock exchanges, Morgan Stanley Dean Witter & Co. ("MSDW") and any other person or entity to which such filings may be required under Section 16(a) of the Exchange Act as a result of the undersigned's status as an officer, director or stockholder of MSDW. This power of attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to securities of MSDW.

IN WITNESS WHEREOF, the undersigned has executed this power of attorney, effective as of this 1st day of January, 1999.

By: /s/ Charles F. Knight
Charles F. Knight

By:
/s/ CRHerzer, Attorney-In-Fact
9/13/02

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** Signature of Reporting Person
Date

SEC 1474 (8-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.