

Notes issued pursuant to these Final Terms are securities to be listed under Listing Rule 19

Final Terms dated 11 May 2011

Morgan Stanley B.V.

Issue of SEK 19,220,000 Equity linked Notes

Guaranteed by Morgan Stanley

under the Program for the Issuance of Notes, Series A and B, Warrants and Certificates

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (ii) below, any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (each, a "Relevant Member State") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer of the Notes may only do so:

- (i) in circumstances in which no obligation arises for the Issuer or any Distribution Agent to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer; or
- (ii) in those Public Offer Jurisdictions mentioned in Paragraph 48 of Part A below, provided such person is one of the persons mentioned in Paragraph 48 of Part A below and that such offer is made during the Offer Period specified for such purpose therein.

Neither the Issuer nor any Distribution Agent has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

THE NOTES ARE NOT BANK DEPOSITS AND ARE NOT INSURED OR GUARANTEED BY THE U.S. FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENTAL AGENCY, NOR ARE THEY OBLIGATIONS OF, OR GUARANTEED BY, A BANK.

PART A – CONTRACTUAL TERMS

THE NOTES DESCRIBED HEREIN HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE IN THE UNITED STATES, AND ARE SUBJECT TO U.S. TAX LAW REQUIREMENTS. THE NOTES DESCRIBED HEREIN MAY NOT BE OFFERED, SOLD OR DELIVERED AT ANY TIME, DIRECTLY OR INDIRECTLY, WITHIN THE UNITED STATES OR TO OR FOR THE ACCOUNT OR BENEFIT OF U.S. PERSONS (AS DEFINED IN EITHER REGULATION S UNDER THE SECURITIES ACT OR THE UNITED STATES INTERNAL REVENUE CODE OF 1986, AS AMENDED). SEE "SUBSCRIPTION AND SALE" AND "NO OWNERSHIP BY U.S. PERSONS" IN THE BASE PROSPECTUS DATED 15 JUNE 2010. IN PURCHASING THE NOTES, PURCHASERS WILL BE DEEMED TO REPRESENT AND WARRANT THAT THEY ARE NEITHER LOCATED IN THE UNITED STATES NOR A U.S. PERSON AND THAT THEY ARE NOT PURCHASING FOR, OR FOR THE ACCOUNT OR BENEFIT OF, ANY SUCH PERSON. THE NOTES ARE NOT RATED.

This document constitutes Final Terms relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the English Law Notes set forth in the Base Prospectus dated 15 June 2010 which constitutes a base prospectus (the "Base Prospectus") for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "Prospectus Directive"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. Copies of the Base Prospectus are available from the offices of Morgan Stanley & Co. International plc at 25 Cabot Square, Canary Wharf, London, E14 4QA.

Information Concerning Investment Risk

Noteholders and prospective purchasers of Notes should ensure that they understand the nature of the Notes and the extent of their exposure to risk and that they consider the suitability of the Notes as an investment in the light of their own circumstances and financial condition. The amount payable on redemption of the Notes is linked to the performance of the Underlying Portfolio (as defined herein), and may be less than par. Given the highly specialised nature of these Notes, the Issuer and Morgan Stanley & Co. International plc consider that they are only suitable for highly sophisticated investors who are able to determine for themselves the risk of an investment linked to the Underlying Portfolio, are willing to take risks and can absorb the partial or complete loss of their initial investment.

Consequently, if you are not an investor who falls within the description above you should not consider purchasing these Notes without taking detailed advice from a specialised professional adviser.

Potential investors are urged to consult with their legal, regulatory, investment, accounting, tax and other advisors with regard to any proposed or actual investment in these Notes.

Please see the Base Prospectus for a full detailed description of the Notes and in particular, please review the Risk Factors associated with these Notes. Investing in the Notes entails certain risks including, but not limited to, the following:

Adjustment and Discontinuation Risk: The sponsors of the Underlying Indices (as defined herein) can add, delete or substitute stocks constituting the Underlying Indices or make other methodological changes that could change the value of the Underlying Indices without regard to the interests of holders of the Notes. Any of these decisions/determinations may adversely affect the value of the Notes and may result in the investor receiving a return that is materially different from that he/she would have received if the event had not occurred.

Adjustments by the Determination Agent: The terms and conditions of the Notes will allow the Determination Agent to make adjustments or take any other appropriate action if circumstances occur where the Notes or any exchanges are affected by market disruption, adjustment events or circumstances affecting normal activities. These circumstances include the Nationalisation, Delisting, Insolvency or a Takeover or Merger of the Underlying Issuer.

The Underlying Fund Manager (as defined herein) can add, delete or substitute stocks constituting the Underlying Fund (as defined herein) or make other methodological changes that could change the value of the Underlying Share (as defined herein) without regard to the interests of holders of the Notes. Any of these decisions/determinations may adversely affect the value of the Notes and may result in the investor receiving a return that is materially different from that he/she would have received if the event had not occurred.

Credit Risk: The holder of the Notes will be exposed to the credit risk of the Issuer and the Guarantor.

Exit Risk: The secondary market price of the Notes will depend on many factors, including the value and volatility of the Underlying Indices, interest rates, the dividend rate on the Underlying Indices, time remaining to maturity and the creditworthiness of the Issuer and the Guarantor. The secondary market price may be lower than the market value of the issued Securities as at the Issue Date to take into account amounts paid distributors and other intermediaries relating to the issue and sale of the Notes as well as amounts relating to the hedging of the Issuer's obligations. As a result of all of these factors, the holder may receive an amount in the secondary market which may be less than the then intrinsic market value of the Note and which may also be less than the amount the holder would have received had the holder held the Note through to maturity..

Hedging Risk: On or prior to and after the Trade Date, the Issuer, through its affiliates or others, will likely hedge its anticipated exposure under the Notes by taking positions in the stocks that comprise the Underlying Portfolio, in option contracts on the Underlying Portfolio or positions in any other available securities or instruments. In addition, the Issuer and its affiliates trade the Indices as part of their general businesses. Any of these activities could potentially affect the value of the Underlying Portfolio including on the Determination Date, and accordingly, could significantly affect the payout to holders on the Notes.

Index Risk: The Notes will be redeemed at an amount determined by reference to the performance of the Indices and such performance will therefore affect the nature and value of the investment return on the

Notes. Noteholders and prospective purchasers of Notes should conduct their own investigations and, in deciding whether or not to purchase Notes, prospective purchasers should form their own views of the merits of an investment linked to the Indices based upon such investigation and not in reliance on any information given in this document.

Liquidity Risk: The Dealer will make a secondary market in the Notes on a reasonable efforts basis only and subject to market conditions, law, regulation and internal policy. The liquidity of the Notes reflects the liquidity of the stocks comprising the Underlying Portfolio and even whilst there may be a secondary market in the Notes it may not be liquid enough to facilitate a sale by the holder.

No Shareholder Rights: A holder of Notes will have no beneficial interest in the components of the Underlying Portfolio nor any voting rights and will not have the right to receive dividends or other distributions with respect to the components.

Potential Conflict of Interest: The Determination Agent (MSI plc) is an affiliate of the Issuer and the economic interests of the Determination Agent may be adverse to the interests of holders of the Notes. Determinations made by the Determination Agent, including in the event of a market disruption may affect the amount payable to holders pursuant to the terms of the Notes.

Underlying Issuer Risk: The issuers of the Underlying Shares are not affiliates of the Issuer or its affiliates and are not involved with this offering in any way. Consequently, the Issuer and the Determination Agent have no ability to control the actions of the issuers of the Underlying Shares, including any rebalancing that could trigger an adjustment to the terms of the Notes by the Determination Agent.

Underlying Sponsor Risk: The sponsors of the Indices are not affiliates of the Issuer or its affiliates and are not involved with this offering in any way. Consequently, the Issuer and the Determination Agent have no ability to control the actions of the sponsor of the Indices, including any rebalancing that could trigger an adjustment to the terms of the Notes by the Determination Agent.

Other Considerations: The original issue price of the Notes includes the agent's commissions paid with respect to the Notes and the cost of hedging the Issuer's obligations under the Notes. The cost of hedging includes the projected profit that the Issuer's subsidiaries may realize in consideration for assuming the risks inherent in managing the hedging transactions. The subsidiaries through which the Issuer hedges its obligations under the Notes expect to make a profit. Since hedging the Issuer's obligations entails risk and may be influenced by market forces beyond the control of the Issuer or its subsidiaries, such hedging may result in a profit that is more or less than initially projected, or could result in a loss.

Assuming no change in market conditions or any other relevant factors, the price, if any, at which MSI plc is willing to purchase Notes in secondary market transactions will likely be lower than the original issue price, since the original issue price includes, and secondary market prices are likely to exclude, commissions paid with respect to the Notes, as well as the projected profit included in the cost of hedging the Issuer's obligations under the Notes. In addition, any such prices may differ from values determined by pricing models used by MSI plc, as a result of dealer discounts, mark-ups or other transaction costs.

In purchasing any Notes, purchasers will be deemed to represent and undertake to the Issuer, MSI plc and their respective affiliates in accordance with the terms set out in Annex 3.

Morgan Stanley is not qualified to give legal, tax or accounting advice to its clients and does not purport to do so in this document. Clients are urged to seek the advice of their own professional advisers about the consequences of the proposals contained herein.

US Treasury Circular 230 Notice - Morgan Stanley does not render advice on tax and tax accounting matters to clients. This material was not intended or written to be used, and it cannot be used by any taxpayer, for the purpose of avoiding penalties that may be imposed on the taxpayer under U.S. federal tax laws.

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|----|------|------------|---------------------|
| 1. | (i) | Issuer: | Morgan Stanley B.V. |
| | (ii) | Guarantor: | Morgan Stanley |

2.	(i)	Series Number:	4555
	(ii)	Tranche Number:	1
3.		Specified Currency or Currencies:	SEK
4.		Aggregate Nominal Amount of the Notes:	
	(i)	Series:	SEK 19,220,000
	(ii)	Tranche:	SEK 19,220,000
5.		Issue Price	100 per cent. of par per Note
6.	(i)	Specified Denominations (Par):	SEK 10,000
	(ii)	Calculation Amount:	SEK 10,000
7.	(i)	Issue Date:	11 May 2011
	(ii)	Trade Date:	26 April 2011
	(iii)	Strike Date:	27 April 2011
	(iv)	Interest Commencement Date:	Not Applicable
8.		Maturity Date:	11 May 2016
9.		Interest Basis:	Not Applicable
10.		Redemption/Payment Basis:	Equity-Linked Redemption
11.		Change of Interest or Redemption/Payment Basis:	Not Applicable
12.		Put/Call Options:	
	(i)	Redemption at the option of the Issuer:	Not Applicable
		(Condition 15.7)	
	(ii)	Redemption at the option of the Noteholders:	Not Applicable
		(Condition 15.9)	
	(iii)	Other Put/Call Options:	Not applicable
13.	(i)	Status of the Notes:	Unsecured and unsubordinated, which rank <i>pari passu</i> among themselves and all other outstanding unsecured and unsubordinated obligations
		(Condition 4)	
	(ii)	Status of the Guarantee:	As set out in the Conditions
14.		Method of distribution:	Non-syndicated
PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE			
15.		Fixed Rate Note Provisions	Not Applicable

(Condition 5)

16. **Floating Rate Note Provisions** Not Applicable

(Condition 6)

17. **Zero Coupon Note Provisions** Not Applicable

(Condition 7)

18. **Dual Currency-Linked Note Interest Provisions** Not Applicable

(Condition 8)

19. **Equity Linked Note Interest Provisions** Not Applicable

20. **Commodity-Linked Note Interest Provisions** Not Applicable

21. **Currency-Linked Interest Note Provisions** Not Applicable

22. **Inflation-Linked Note Interest Provisions** Not Applicable

23. **Credit-Linked Interest Note Provisions** Not Applicable

24. **Property-Linked Interest Note Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

25. **Call Option** Not Applicable

(Condition 15.7)

26. **Put Option** Not Applicable

(Condition 15.9)

27. **Final Redemption Amount of each Note** Equity-Linked Redemption Amount specified below

(Condition 16.1)

28. **Dual Currency Redemption Provisions** Not Applicable

(Condition 8)

29. **Equity-Linked Redemption Provisions** Applicable

(Condition 10)

(A) Single Share Notes, Share Basket Notes:

(i) Whether the Notes relate to a single share or a basket of shares (each an "Underlying Share") and the identity of the relevant issuer(s) and class of the Underlying Share (each, an "Underlying Issuer"):

iShares Barclays Aggregate Bond Fund (Total Return)
(Bloomberg Code: AGG UP Equity) (1 = 6)

Fund Issuer: iShare

Fund Manager: BlackRock Fund Advisors

Underlying Index: Barclays Capital U.S. Aggregate
Total Return Value Unhedged USD Index

(the "Underlying Share" or "Underlying Fund")

- (ii) Exchange[s]: New York Stock Exchange ARCA
- (iii) Related Exchange[s]: All Exchanges
- (iv) Determination Agent responsible for calculating the Final Redemption Amount: Morgan Stanley & Co. International plc (the “**Determination Agent**”). The Determination Agent shall act as an expert and not as an agent for the Issuer or the Noteholders. All determinations, considerations and decisions made by the Determination Agent shall, in the absence of manifest error, wilful default or bad faith, be final and conclusive and the Determination Agent shall have no liability in relation to such determinations except in the case of its wilful default or bad faith.
- (v) Provisions for determining Final Redemption Amount: See item 29(B)(viii) below
- (vi) Whether redemption of the Notes will be by (a) Cash Settlement or (b) Physical Settlement or (c) in certain circumstances depending on the closing price of the Underlying Shares, Cash Settlement or Physical Delivery at the option of the Issuer: Cash Settlement
- (vii) Weighting for each Underlying Share comprising the basket: Not Applicable
- (viii) Averaging Dates: Not Applicable
- (ix) Determination Date[s]: 27 April 2016
- (x) Determination Time[s]: As set out in the Conditions
- (xi) Potential Adjustment Events: As set out in the Conditions
- (xii) Delivery provisions for Underlying Shares (including details of who is to make such delivery): Not Applicable
- (xiii) Physical Settlement: Not Applicable
- (xiv) Additional Disruption Events: Change in Law, Hedging Disruption, Loss of Stock Borrow and Increased Cost of Hedging shall apply
- (xv) Other special terms and conditions: **Hedging Disruption shall include, but not limited to, any of the following events, for the Underlying Shares:**
- (i) the Underlying Fund or the Fund Manager is dissolved or ceases to exist, or
 - (ii) any voluntary or involuntary liquidation, bankruptcy, insolvency or analogous proceedings are commenced with respect to the Underlying Fund or the Fund Manager or a resolution is proposed for the winding up or dissolution of the Underlying Fund or the Fund Manager; or
 - (iii) the Underlying Shares are reclassified, the

Underlying Fund is consolidated, amalgamated or merged with another fund whose investment objectives, risk profile and/or investment benchmarks is or are deemed by the Determination Agent to be different from the investment objectives, risk profile and/or benchmarks that applied to the Underlying Fund or the Underlying Shares as at the Issue Date, or a resolution or other decision is proposed to effect any such reclassification, consolidation, amalgamation, merger or change; or

- (iv) the Fund Manager consolidates, amalgamates or merges with any other company such that the Fund Manager is not the continuing entity and which does not result in a reclassification or change in the Underlying Shares, the Fund Issuer changes its corporate form so that it ceases to be an open-ended investment company or a resolution or other decision is proposed to effect any such consolidation, amalgamation, merger or change with respect to it; or
- (v) there is a change that in the opinion of the Determination Agent is material in the investment objectives, risk profile, or investment benchmarks of the Underlying Fund, the information about the Underlying Fund disclosed in the prospectus and any relevant documents of the Underlying Fund, any additional public statement of information concerning the Underlying Fund or in any other rule, law, regulation, similar guideline or other document governing the activities of the Underlying Fund or a resolution or other decision is proposed to effect any such material change; or
- (vi) any event occurs which is likely to have a material adverse effect on the solvency or liquidity of the Underlying Fund or the Fund Issuer, including with respect to the Underlying Fund, but not limited to, any material litigation concerning the Fund between any holders of Shares in the Fund and the Underlying Fund or the Fund Issuer, or any entity from time to time appointed as investment advisory, administrator, custodian or transfer agent in respect of the Underlying Fund; or
- (vii) there is any restriction under the constitution of the Underlying Fund or the Fund Issuer or the law of the jurisdiction in which the Fund Issuer or the issuer of the underlying component of the Underlying Fund is incorporated that is likely to prevent a person subscribing for such components in the Underlying Fund as a result of which a

person is likely to be required to redeem any shares it holds in the Underlying Fund; or

- (viii) the activities of the Underlying Fund or the Fund Manager are placed under review by its regulators for reasons of wrongdoing, breach of any rule or regulation or similar reason; or
- (ix) the Exchange announces that pursuant to the rules of such Exchange, the Underlying Shares cease (or will cease) to be listed, traded or publicly quoted on the Exchange for any reason and are not immediately re-listed, re-traded or re-quoted on an exchange or quotation system located in the same country as the Exchange; or
- (x) all the shares or all the assets or substantially all the assets of the fund issuer are nationalised, expropriated or are otherwise required to be transferred to any government agency, authority, entity or instrumentality thereof; or
- (xi) the value of the aggregate holder of the Issuer and its affiliates of units in the Underlying Fund is greater than 20 per cent of the aggregate Net Asset Value of such Underlying Fund (whether or not all of such holding results from hedging transactions entered into in connection with the Notes) and including, without limitation, where the excess holding results from a reduction in the aggregate Net Asset Value of the Underlying Fund.

(B) **Index/Index Basket Notes:**

(i) Types of Notes:		Index Basket Notes			
i	Reference Asset i	Bloomberg Code	Exchange	Related Exchange	Index Sponsor
1	OMX Stockholm 30 Total Return Index	OMXS30GI Index	SSE-OMX Nordic Exchange Stockholm	All Exchanges	NASDAQ
2	S&P 500 Net Total Return Index	SPTR500N Index	NYSE	All Exchanges	S&P
3	EuroSTOXX 50 € NRt Index	SX5T Index	In respect of each component security of the Index (each, a "Component Security"), the principal stock exchange on which such Component Security is principally traded, as determined by the Portfolio Calculation Agent.	EUREX	STOXX
4	S&P GSCI TR Index	SPGSCITR	Not Applicable	Chicago	S&P

		Index		Mercantile Exchange	
5	MSCI Daily TR Net Emerging Markets USD Index	NDUEEGF Index	NYSE	All Exchanges	MSCI
7	IBOXX € EZSOV OA TR Index	QW1A Index	Deutsche Borse	All Exchanges	IBOXX

The “Underlying Indices” and together with the Underlying Share or Underlying Fund, the Cross Asset SEK Excess Return Portfolio as published by the **Portfolio Calculation Agent** under a specified Pricing Source Ticker in SEK (the “Underlying Portfolio”).

The Portfolio Calculation Agent and the Pricing Source Ticker will be determined on the Trade Date.

For the purpose of these Final Terms, the Determination Agent has the right to make non-material changes of a technical nature to the composition of the Underlying Portfolio following any such adjustment by the Portfolio Calculation Agent for the purpose of preserving the economic value of the Underlying Portfolio, which will be notified by the Issuer to the Noteholders 3 Business Days in advance of such adjustment.

- (ii) Exchange[s]: Multi-Exchange Indices
- (iii) Related Exchange[s]: As above
- (iv) Averaging Date[s]: Means monthly on the 27th from and including 27th April 2015 to and including the Determination Date. In total 13 Observations, subject to adjustment if such date is not a Scheduled Trading Day or is a Disrupted Day, subject to Modified Postponement.
- (v) Determination Date[s]: 27 April 2016
- (vi) Determination Time[s]: As set out in the Conditions
- (vii) Determination Agent responsible for calculating the Final Redemption Amount: Morgan Stanley & Co. International plc (the “**Determination Agent**”). The **Determination Agent** shall act as an expert and not as an agent for the Issuer or the Noteholders. All determinations, considerations and decisions made by the **Determination Agent** shall, in the absence of manifest error, wilful default or bad faith, be final and conclusive and the **Determination Agent** shall have no liability in relation to such determinations except in the case of its wilful default or bad faith.
- (viii) Provisions for determining Final Redemption Amount: Unless previously redeemed, or purchased and cancelled in accordance with the Conditions, the Issuer shall redeem the Notes on the Maturity Date at the Final Redemption Amount per Note as determined by the **Determination Agent** as follows:

$$\text{Par} + \text{Par} \times \text{Participation} \times \text{Max}(0\%, \frac{PNAV_{Final}}{PNAV_{Initial}} - 100\%)$$

Where:

“Participation” means 130;

“ $PNAV_{Final}$ ”: the arithmetic average of the levels of the Underlying Portfolio published as of the Averaging Dates $t, t=1,..13$;

“ $PNAV_{Initial}$ ”: 100.0000, the level of the Underlying Portfolio published as of the Strike Date; and

The calculation methodology for the Portfolio Net Asset Value (PNAV) is outlined in Annex 1.

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|--------|---|--|
| (ix) | Provisions for determining Final Redemption Amount where calculation by reference to Index is impossible or impracticable or otherwise disrupted: | Determination Agent determination |
| (x) | Weighting for each Index: | Not Applicable |
| (xi) | Potential Adjustment Events | As set out in the Conditions |
| (xii) | Additional Disruption Events: | Change in Law, Hedging Disruption and Increased Cost of Hedging shall apply |
| (xiii) | Other special terms and conditions: | Business Days means New York, Chicago, Frankfurt London and Stockholm

Business Day Convention means Modified Following. |
| 30. | Commodity-Linked Redemption Provisions

(Condition 11) | Not Applicable |
| 31. | Currency-Linked Redemption Provisions

(Condition 12) | Not Applicable |
| 32. | Inflation-Linked Redemption Provisions

(Condition 13) | Not Applicable |
| 33. | Credit-Linked Redemption Provisions

(Condition 19) | Not Applicable |
| 34. | Property-Linked Redemption Provisions

(Condition 14) | Not Applicable |
| 35. | Early Redemption Amount

(Condition 21) | |
| | Early Redemption Amount(s) payable upon redemption following an event of default: | As defined in Condition 2. |
| | (Condition 10) | |
| | Amount payable upon redemption following the events described in Condition 10: | As provided in Condition 10. |

(Conditions 15.2, 15.3, 15.5, 15.10, 20 and 21)

Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions): An amount which the Determination Agent, in its sole and absolute discretion, determines is equal to the fair value of a Note, on such day as is selected by the Determination Agent in its sole and absolute discretion (provided that such day is not more than 15 days before the date fixed for redemption of the Note), less the proportion attributable to that Note of the reasonable cost to the Issuer and/or any Affiliate of, or the loss realized by the Issuer and/or any Affiliate on, unwinding any related underlying hedging arrangements, the amount of such cost or loss being as determined by the Determination Agent in its sole and absolute discretion.

36. **Governing Law:** English law

GENERAL PROVISIONS APPLICABLE TO THE NOTES

37. **Form of Notes:** Swedish Notes

(Condition 3)

38. **Additional Business Centre(s) or other special provisions relating to Payment Dates:** Not Applicable

39. **Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):** No

40. **Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:** Not Applicable

41. **Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:** Not Applicable

42. **Redenomination, renominatisation and reconventioning provisions:** Not Applicable

43. **Restrictions on free transferability of the Notes:** None

44. **Other final terms:**

1. For the purpose of these Final Terms, the Determination Agent has the right to make non-material changes of a technical nature to the composition of the Underlying Portfolio following any such adjustment by the Portfolio Calculation Agent for the purpose of preserving the economic value of the Underlying Portfolio, which will be notified by the Issuer to the Noteholders 3 Business Days in advance of such adjustment.
2. If, when prompted to do so by the Determination Agent, the Portfolio Calculation Agent fails to publish

the level of the Underlying Portfolio on 8 consecutive Valuation Dates (as defined in Annex 1) under the specified Pricing Source Ticker (or any other pricing source as previously advised by the Portfolio Calculation Agent), this shall constitute a Hedging Disruption event in respect of the Underlying Portfolio.

3. The Determination Agent shall use its best efforts to replace the Portfolio Calculation Agent, however failing to do so, the Note shall be terminated (Early Termination). Acting in good faith and commercially reasonable manner, the Determination Agent shall calculate the Early Termination Redemption Amount to be returned to Note Holders as soon as practically possible.

DISTRIBUTION

- | | | |
|---------|--|---|
| 45. (i) | If syndicated, names of Managers: and names and addresses of the entities agreeing to place the issue without a firm commitment or on a "best efforts" basis if such entities are not the same as the Managers.) | Not Applicable |
| (ii) | Date of [Subscription] Agreement: | Not Applicable |
| (iii) | Stabilising Manager(s) (if any): | Not Applicable |
| 46. | If non-syndicated, name and address of Dealer: | Morgan Stanley & Co. International plc
25 Cabot Square
London E14 4QA |
| 47. | U.S. Selling Restrictions: | Not Applicable |
| 48. | Non-exempt offer: | An offer of the Notes may be made by the Distributor other than pursuant to Article 3(2) of the Prospective Directive in Sweden (Public Offer Jurisdiction) during the period from 14 March 2011 to 8 April 2011 (Subscription Period), the Issuer has the right to adjust the Subscription Period. |
| 49. | Total commission and concession: | Not Applicable |
| 50. | Additional selling restrictions: | Not Applicable |

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and public offer in the Public Offer Jurisdictions and admission to trading on the London Stock Exchange's Regulated Market of the Notes described herein pursuant to the Program for the Issuance of Notes, Series A and B of Morgan Stanley B.V.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: **TMF Management B.V. – Managing Director**
Duly authorised



PART B – OTHER INFORMATION

1. LISTING

Listing and admission to Trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's Regulated Market and to be listed on the Official List of the FSA with effect from the Issue Date.

2. RATINGS Not Applicable

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER

"Save as discussed in ["*Subscription and Sale*"], so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer".

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i) Reasons for the offer: The net proceeds from the sale of Notes will be used by the Issuer for general corporate purposes, in connection with hedging the Issuer's obligations under the Notes, or both

(ii) Net proceeds: SEK 19,220,000

5. PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING

Past and future performance including the volatility of the Underlying Portfolio can be obtained from Bloomberg (OMXS30GI Index, SPTR500N Index, SX5T Index, SPGSCITR Index, NDUEEGF Index, QW1A Index and AGG UP Equity)

6. OPERATIONAL INFORMATION

ISIN Code: SE0003844380

Common Code: Not Applicable

New Global Note: No

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking *société anonyme* and the relevant identification number(s): *Swedish Notes:* Swedish CSD: Euroclear Sweden AB, Regeringsgatan 65, Box 7822, SE-103 97 Stockholm, Sweden

Delivery: Delivery free of payment

Names and addresses of initial Paying Agent(s): Skandinaviska Enskilda Banken AB
Kungsträdgårdsgatan 8
SE-106 40 Stockholm
Sweden

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility: No

7. **TERMS AND CONDITIONS OF THE OFFER**

Offer Price:	The Issue Price + a subscription surcharge at the discretion of the Distributor of up to 2% of Par
Conditions to which the offer is subject:	Offers of the Securities are conditional upon their issue
Description of the application process:	Not Applicable
Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	The Issuer has the right to terminate the subscription period at any time and not proceed with the issuance.
Details of the minimum and/or maximum amount of application:	The minimum subscription amount is fifty Notes.
Details of the method and time limited for paying up and delivering the Notes:	The Notes will be issued on the Issue Date against payment to the Issuer of the net subscription moneys
Manner in and date on which results of the offer are to be made public:	The results of the offer will be communicated to the applicants by the Distributor
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
Categories of potential investors to which the Notes are offered and whether tranche(s) have been reserved for certain countries:	Not Applicable
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Not Applicable
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Not Applicable
Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place.	Distributor: Strukturinvest (the "Distributor" at Stockholm, Sweden will be the sole placer of the Notes to the Dealer.

ANNEX 1

Calculation Methodology for the Underlying Portfolio

Portfolio Net Asset Value, ("PNAV _t ")	<p>The Portfolio Net Asset Value, PNAV_t, reflects the notional return that would be generated by an investment in the Underlying Portfolio comprising a basket of Excess Return Assets (each an "Underlying i", i=1,...8) based on a basket of Reference Assets as further outlined below.</p> <p>The Portfolio is a notional portfolio for the purposes of the Transaction and the Determination Agent agrees it has no legal or beneficial ownership of the Portfolio.</p> <p>The PNAV is determined by the Portfolio Calculation Agent on each Valuation Date t and shall be published by the Portfolio Calculation Agent on the Valuation Date following such Valuation Date t, under the Pricing Source Ticker UBCICA15 Index (to be determined on the Trade Date)</p> <p>On the 27 April 2011 (the "Portfolio Initialisation Date"), PNAV_t shall be equal to 100.0000. On a Valuation Date t subsequent to the Portfolio Initialisation Date, the PNAV_t shall be calculated as follows:</p> $PNAV_t = PNAV_T \times \left[1 + \sum_{i=1}^8 \left(\text{Exposure}_{i,T} \times \left(\frac{U_{i,t}}{U_{i,T}} - 1 \right) \right) \right]$ <p>Where:</p> <p>"PNAV_t" means the Portfolio Net Asset Value as of such Valuation Date t.</p> <p>"PNAV_T" means the Portfolio Net Asset Value on the immediately preceding Rebalancing Date T</p> <p>"Exposure_{i,T}" means the weight of the Underlying i on the immediately preceding Rebalancing Date T</p> <p>"U_{i,t}" means the value of Underlying i (as detailed below) as of such Valuation Date t</p> <p>"U_{i,T}" means the value of Underlying i (as detailed below) as of the immediately preceding Rebalancing Date T</p>
Rebalancing Date ("T")	The last Valuation Date of each Calendar month from (but including) the Portfolio Initialisation Date to (but excluding) the Expiration Date.
Scheduled Trading Day:	Any day (i) on which each of the Index Sponsors for the respective Reference Asset i (where i = 1, 2, 3, 4, 5 and 7) are scheduled to publish the level of the relevant Reference Asset and (ii) on which each Exchange and each Related Exchange (as applicable for each Reference Asset) is scheduled to be open for trading for its regular trading session and (iii) which is a London Business Day
Valuation Date ("t")	Each Scheduled Trading Day from (and including) 17th March 2010 ("Underlying Initialisation Date") to (and including) 3rd June 2016
Total Risk Budget	15%
Total Exposure Cap	100%
Maximum Exposure of Underlying i ("Max	<u>For Underlyings 1 to 7:</u>

Exposure _i ”)	<p>Max Exposure_i = 30%</p> <p><u>For Underlying 8:</u></p> <p>Max Exposure_i = 100%</p>
Trend of Underlying i on Rebalancing Date T (“Trend _{i,T} ”)	<p><u>For Underlying 1 to 7:</u></p> <p>If $U_{i,T-2} > \frac{\sum_{j=2}^{251} U_{i,T-j}}{250}$</p> <p>then:</p> <p>Trend_{i,T} = 1</p> <p>Otherwise:</p> <p>Trend_{i,T} = 0</p> <p>Where:</p> <p>“U_{i,T-j}” = the value of Underlying i as of Valuation Date which is j Valuation Dates immediately preceding the Rebalancing Date T</p> <p><u>For Underlying 8:</u></p> <p>Trend_{i,T} = 0</p>
Risk Budget of Underlying i on Rebalancing Date T (“Vol Budget _{i,T} ”)	<p><u>For Underlyings 1 to 7:</u></p> $Risk\ Budget_{i,T} = \frac{Trend_{i,T} \times Total\ Risk\ Budget}{\sum_{i=1}^7 Trend_{i,T}}$ <p><u>For Underlying 8:</u></p> <p>Risk Budget_{i,T} = 0%</p>
Exposure of Underlying i on Rebalancing Date T (“Exposure _{i,T} ”)	<p><u>For Underlying 1 to 7:</u></p> <p>If Total Exposure_T < Total Exposure Cap</p> <p>then:</p> <p>Exposure_{i,T} = Underlying Exposure_{i,T}</p> <p>Otherwise:</p> $Exposure_{i,T} = Total\ Exposure\ Cap \times \frac{Underlying\ Exposure_{i,T}}{Total\ Exposure_T}$ <p>Where:</p> $Underlying\ Exposure_{i,T} = \min\left(\frac{Risk\ Budget_{i,T}}{Realised\ Vol_{i,T}}, Max\ Exposure_i\right)$

$$\text{Total Exposure}_T = \sum_{i=1}^7 \text{Underlying Exposure}_{i,T}$$

$$\text{Realised Vol}_{i,T} = \sqrt{\frac{252}{19} \times \sum_{j=2}^{29} \left[\ln \left(\frac{U_{i,T-j}}{U_{i,T-j-1}} \right)^2 \right]}$$

Where:

“ $U_{i,T-j}$ ” = the value of Underlying i as of Valuation Date which is j Valuation Dates immediately preceding the Rebalancing Date T

“ $U_{i,T-j+1}$ ” the value of Underlying i as of Valuation Date which is j+1 Valuation Dates immediately preceding the Rebalancing Date T

For Underlying 8:

If $\text{Total Exposure}_T < \text{Total Exposure Cap}$

then:

$\text{Exposure}_{i,T} = \min(\text{Max Exposure}_i, \text{Total Exposure Cap} - \text{Total Exposure}_T)$

Otherwise:

$\text{Exposure}_{i,T} = 0\%$

Excess Return Assets
(Underlying 1 to
Underlying 7)

For Underlyings 1 to 7:

On 17th March 2010 (“Underlying Initialisation Date”) the value for the Underlying i will equal to 100.0000.

On any Valuation Date t subsequent to the Underlying Initialisation Date the value of the Underlying i as of such date shall be equal to:

$$\text{Underlying}_{i,t} = \text{Underlying}_{i,t-1} \times \left[\frac{P_{i,t}}{P_{i,t-1} - \text{Div}_i} - \text{Rate}_{i,t-1} \times \frac{n}{360} \right]$$

Where:

“ $\text{Underlying}_{i,t}$ ” = the value of Underlying i as of such Valuation Date t.

“ $\text{Underlying}_{i,t-1}$ ” = the value of Underlying i as of the Valuation Date immediately preceding such Valuation Date t.

“ $P_{i,t}$ ” = the price of the Reference Asset for Underlying i at the Valuation Time on such Valuation Date t.

“ $P_{i,t-1}$ ” = the price of the Reference Asset for Underlying i at the Valuation Time as of the Valuation Date immediately preceding such Valuation Date t.

“ $\text{Rate}_{i,t-1}$ ” = the value of the relevant Reference Rate in respect to Underlying i (as listed in table above) at the Valuation Time as of the Valuation Date immediately preceding such Valuation Date t.

“n” = the number of days between such Valuation Date t and the Valuation Date immediately preceding such Valuation Date t.

“ Div_i ” = any Dividends net of tax (if ‘Applicable’ as in table below) that would have

gone ex on the Reference Asset in respect to Underlying 1 at the Valuation Time on such Valuation Date t. For the avoidance of doubt t is the ex-dividend date. If Dividend is 'N.A.' then 0. If an ex-dividend date is not a Valuation Date then the immediately following Valuation Date is considered to be the ex-dividend date for that dividend.

Underlying	Reference Asset (with Bloomberg Code)	Rate Index	Dividend	
1	OMX Stockholm Excess Return Asset	OMX Stockholm 30 Total Return Index (Bloomberg: OMXS30GI Index)	BBA Libor SEK 1 month Rate (Bloomberg: SK0001M Index)	N.A.
2	S&P 500 Net Excess Return Asset	S&P 500 Net Total Return Index (Bloomberg: SPTR500N Index)	BBA Libor USD 1 month Rate (Bloomberg: US0001M Index)	N.A.
3	EuroSTOXX 50 Excess Return Asset	EuroSTOXX 50 € NRt Index (Bloomberg: SX5T Index)	1 Month Euro Interbank Offered Rate (Bloomberg: EUR001M Index)	N.A.
4	S&P GSCI Excess Return Asset	S&P GSCI TR Index (Bloomberg: SPGSCITR Index)	BBA Libor USD 1 month Rate (Bloomberg: US0001M Index)	N.A.
5	MSCI EM Excess Return Asset	MSCI Daily TR Net Emerging Markets USD (Bloomberg: NDUEEGF Index)	BBA Libor USD 1 month Rate (Bloomberg: US0001M Index)	N.A.
6	US Bonds Excess Return Asset	iShares Barclays Aggregate Bond Fund (Bloomberg: AGG UP Equity)	BBA Libor USD 1 month Rate (Bloomberg: US0001M Index)	Applicable
7	Euro Bonds Excess Return Asset	IBOXX € EZSOV OA TR Index (Bloomberg: QW1A Index)	1 Month Euro Interbank Offered Rate (Bloomberg: EUR001M Index)	N.A.

Safe Asset Underlying ("Underlying 8")

On the Underlying Initialisation Date and any Valuation Date t subsequent to the Underlying Initialisation Date the value of the Underlying 8 shall equal to 100.0000

Valuation Time

Means, in respect of Reference Asset;

i=1, 2 and 5, the time at which the relevant Index Sponsor calculates and publishes the official closing level of the relevant Index, or if not so published, at the Scheduled Closing Time on the relevant Exchange

i=3, (i) For the purposes of determining whether a Market Disruption Event has occurred:

(a) in respect of any Component Security, the Scheduled Closing Time on the primary exchange or quotation system on which such Component Security is traded, and
(b) in respect of any options contracts or future contracts on the Index, the close of trading on the Related Exchange; and

(ii) in all other circumstances, the time at which the official closing level of the Index is calculated and published by the Index Sponsor.

i=4, the time at which the Price Source published the Commodity Reference Price

i=6, at the Scheduled Closing Time on the relevant Exchange

i=7, the time at which the Index Sponsor calculates and publishes the official closing level of the Index; and in respect of the Reference Rates (SK0001M Index, US0001M Index and EUR001M Index); 11 am London time.

ANNEX 2

STATEMENT REGARDING THE INDICES

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ANNEX 3

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