SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## SCHEDULE 13F

## FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 29, 2000

Check here if Amendment [ ]: Amendment Number: This Amendment (Check only one.): [ ] is a restatement.
[ ] adds new holdings entries

Institutional Investment Manager Filing this Report:

\*\*MORGAN STANLEY\*\*

Name F/N Morgan Stanley Dean Witter & Co.

Address: 1585 Broadway

1585 Broadway New York, NY 19036

13F File Number: 28-3432

December 2000

The institutional manager filing this report and the person by whom it is signed hereby represent that the person signing the form is authorized to submit it; that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

NAME: DENNINE BULLARD TITLE: MORGAN STANLEY & CO PHONE: 212-761-4452

Signature, Place, and Date of Signing

/s/ Dennine Bullard

New York, NY 10036 November 14, 2000

Report Type (Check only one):

[ X ] 13F Holdings Report

1 13F Notice

13F Combination Report

List of Other Mangers Reporting for this Manager:

AM SIGNING THIS REPORT AS REQUIRED BY THE SECURITIES EXCHANGE ACT OF 1934

CONFIDENTIAL TREATMENT ENPIRET PROCESSED NOV 1.4 2003

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:

Form 13F Information Table Entry Total: 1

Form 13F Information Table Value:

\$2,623,000

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13F FILE NUMBER 28-00729

NAME Morgan Stanley & Co. Incorporated

ITEM 8: (VOTING AUTHORITIES) "CONFIDENTIAL"
PAGE 1 OF 1 SHARED SOLE ITEM 7: MANAGERS CONFIDENTIA OTH ITEM 6: INVESTMENT DISCRETION SHR SOLE ITEM 5: SHARES OR PRINCIPAL AMOUNT SEC USE ONLY ITEM 4: FAIR MARKET VALUE FORM 13F NAME OF REPORTING MANAGER: MORGAN STANLEY DEAN WITTER & CO. DATE: 12/31/00 ITEM 3: CUSIP NUMBER: ITEM 2: TITLE OF CLASS ITEM 1: NAME OF ISSUER

365,000

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45-88011-07

INTERMEDIA COMMUNICATIONS COM

GRAND TOTAL

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PAGE 1 OF 1.

NONE ITEM 8: (VOTING AUTHORITIES) SHARED 365,000 SOLE ITEM 7. MANAGERS 90 OTH ITEM 6: INVESTMENT DISCRETION SHR SOLE 365,000 ITEM 5: SHARES OR PRINCIPAL AMOUNT ITEM 4: FAIR MARKET VALUE 2,623 ITEM 3: CUSIP NUMBER: 45-88011-07 ITEM 2: THLE OF CLASS INTERMEDIA COMMUNICATIONS COM ITEM 1: NAME OF ISSUER

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GRAND TOTAL

SEC USE ONLY

FORM 13F NAME OF REPORTING MANAGER: MORGAN STANLEY DEAN WITTER & CO. DATE: 12/31/00

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PAGE 1 OF 1

FORM 13F
NAME OF REPORTING MANAGER: MORGAN STANLEY DEAN WITTER & CO.
DATE: 12/31/00

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PAGE 1 OF 1,

FORM 13F NAME OF REPORTING MANAGER: MORGAN STANLEY DEAN WITTER & CO. DATE: 12/31/00

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CONFIDENTIAL TREATMENT REQUESTED THROUGH 11/14/00

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GRAND TOTAL

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PAGE 1 OF 1

FORM 13F NAME OF REPORTING MANAGER: MORGAN STANLEY DEAN WITTER & CO. DATE: 12/31/00

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GRAND TOTAL