

NO PUBLIC

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended : December 31, 1999

Check here if Amendment []: Amendment Number:

This Amendment (Check only one.): [] is a restatement.

[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: *MORGAN STANLEY*
F/M Morgan Stanley Dean Witter & Co.
Address: 1585 Broadway
New York, NY 10036

13F File Number: 28-3432

February 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 sign 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: ROBERT G. KOPPENOL
TITLE: PRINCIPAL MORGAN STANLEY & CO.
PHONE: 212-761-6673

Signature, Place, and Date of Signing

/s/ Robert G. Koppenol

New York, NY 10036

February 15, 2000

Report Type (Check only one):

[X] 13F Holdings Report

[] 13F Notice

[] 13F Combination Report

I AM SIGNING THIS REPORT AS REQUIRED BY THE SECURITIES EXCHANGE
ACT OF 1934.RECEIVED
OFFICE OF THE SECRETARY

FEB 15 2000

CONFIDENTIAL TREATMENT EXPIRED

PROCESSED

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 2

Form 13F Information Table Value: \$965,100,000

NO.	13F FILE NUMBER	NAME
04	28-00729	Morgan Stanley & Co. Incorporated

CONFIDENTIAL

FORM 13F
NAME OF REPORTING MANAGER: MORGAN STANLEY DEAN WITTER & CO.
DATE: 12/31/99

CONFIDENTIAL
PAGE 1 OF 1

SEC USE ONLY

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT		ITEM 6: INVESTMENT DISCRETION			ITEM 7: MANAGERS	ITEM 8: (VOTING AUTHORITIES)		
						SOLE	SHR	OTH		SOLE	SHARED	NONE
MMI CO. INC COM	COM	55-30871-07	3,580	415,100			X		04	415,100		
US WEST INC.	COM	91-273H1-01	39,600	550,000			X		04	550,000		
GRAND TOTAL				965,100								

CONFIDENTIAL TREATMENT REQUESTED THROUGH 05/14/00