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LSI LOGIC CORP
Form SC 13G
February 17, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2

Under the Securities Exchange Act of 1934
(Amendment No.)

LSI LOGIC CORP

(Name of Issuer)
Common Stock

(Title of Class of Securities)

502161102

(CUSIP Number)

Check the following box if a fee is being paid with this statement [].

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 502161102

13G

Page 2 of 8 Pages

- 1. NAME OF REPORTING PERSON(S)
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON(S)

Morgan Stanley
IRS # 39-314-5972

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

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(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

The state of organization is Delaware.

| | | |
|--|-----------------------------|------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. SOLE VOTING POWER | 0 |
| | 6. SHARED VOTING POWER | 24,430,176 |
| | 7. SOLE DISPOSITIVE POWER | 0 |
| | 8. SHARED DISPOSITIVE POWER | 24,430,176 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,440,874

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.43%

12. TYPE OF REPORTING PERSON*

IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 502161102

13G

Page 3 of 8 Pages

1. NAME OF REPORTING PERSON(S)
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON(S)

Morgan Stanley & Co. International Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []

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3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Organized under the Laws of England.

| | |
|--|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. SOLE VOTING POWER 0 |
| | 6. SHARED VOTING POWER 23,633,300 |
| | 7. SOLE DISPOSITIVE POWER 0 |
| | 8. SHARED DISPOSITIVE POWER 23,633,300 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,633,300

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.23%

12. TYPE OF REPORTING PERSON*

BD, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 502161102

13G

Page 4 of 8 Pages

Item 1. (a) Name of Issuer:
LSI LOGIC CORP

(b) Address of Issuer's Principal Executive Offices:
1621 BARBER LANE
MILPITAS, CA 95035

Item 2. (a) Name of Person Filing:
(a)Morgan Stanley
(b)Morgan Stanley & Co. International Limited

(b) Address of Principal Business Office, or if None, Residence:
(a)1585 Broadway
New York, New York 10036

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(b) 25 Cabot Square
Canary Wharf
London E14 4QA
England

(c) Citizenship:

Incorporated by reference to Item 4 of the
cover page pertaining to each reporting person.

(d) Title of Class of Securities:
Common Stock

(e) CUSIP Number:
127537207

Item 3. (a) Morgan Stanley is a parent holding company.

(b) Morgan Stanley & Co. International Limited is (a) a Broker-Dealer doing business under the laws of the United Kingdom. Morgan Stanley & Co. International Ltd. is filing this statement pursuant to Rules 13d-1(b) and 13d-2(b), relying on such rules and using Schedule 13G in accordance with no-action assurances from the Division of Corporate Finance, Office of Tender Offers.

CUSIP No. 502161102

13-G

Page 5 of 8 Pages

Item 4. Ownership.

Incorporated by reference to Items (5) - (9) and (11) of the
cover page.

(a) Morgan Stanley is filing solely in its capacity as the
parent company of, and indirect beneficial owner of
securities held by, one of its business units.

Item 5. Ownership of Five Percent or Less of a Class.
Inapplicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

(a) Accounts managed on a discretionary basis by
Morgan Stanley & Co Int'l Limited, a wholly owned subsidiary
of Morgan Stanley, are known to have the right to receive or
the power to direct the receipt of dividends from, or the
proceeds from, the sale of such securities. No such account
holds more than 5 percent of the class.

See item 4 (a).

Item 7. Identification and Classification of the Subsidiary which Acquired
the Security Being Reported on By the Parent Holding Company.

Item 8. Identification and Classification of Members of the Group.

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Item 9. Notice of Dissolution of Group.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

CUSIP No. 502161102

13-G

Page 6 of 8 Pages

Signature.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 15, 2004

Signature: /s/ Dennine Bullard

Name/Title Dennine Bullard/Vice President, Morgan Stanley & Co. Incorporated
MORGAN STANLEY

Date: February 15, 2004

Signature: /s/ Dennine Bullard

Name/Title Dennine Bullard/Vice President, Morgan Stanley & Co. Incorporated
MORGAN STANLEY & CO. INTERNATIONAL LIMITED

INDEX TO EXHIBITS

PAGE

| | | |
|-----------|---|---|
| EXHIBIT 1 | Agreement to Make a Joint Filing | 7 |
| EXHIBIT 2 | Secretary's Certificate Authorizing Dennine Bullard to Sign on behalf of Morgan Stanley | 8 |

* Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

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JOINT FILING AGREEMENT

Edgar Filing: LSI LOGIC CORP - Form SC 13G

CUSIP No. 502161102

13-G

Page 7 of 8 Pages

EXHIBIT 1 TO SCHEDULE 13G

FEBRUARY 15, 2004

MORGAN STANLEY and MORGAN STANLEY & CO. INTERNATIONAL LIMITED
hereby agree that, unless differentiated, this Schedule 13G is
filed on behalf of each of the parties.

MORGAN STANLEY

BY: /s/ Dennine Bullard

Dennine Bullard / President Morgan Stanley & Co. Incorporated

MORGAN STANLEY & CO. INTERNATIONAL LIMITED

BY: /s/ Dennine Bullard

Dennine Bullard / Morgan Stanley & Co. Incorporated

* Attention. Intentional misstatements or omissions of fact constitute federal
criminal violations (see 18 U.S.C. 1001).

CUSIP No. 502161102

Page 8 of 8 Pages

SECRETARY'S CERTIFICATE

I, Charlene R. Herzer, a duly elected and Assistant Secretary
of Morgan Stanley, a corporation organized and
existing under the laws of the State of Delaware (the
"Corporation"), certify as follows:

- (1) Donald G. Kempf, Jr. is the duly elected Executive Vice
President, Chief Legal Officer and Secretary of the
Corporation;
- (2) Pursuant to Section 7.01 of the Bylaws of the Corporation
and resolutions approved by the Board of Directors of the
Corporation on September 25, 1998, the Chief Legal Officer
is authorized to enter into agreements and other instruments
on behalf of the Corporation and may delegate such powers
to others under his jurisdiction; and
- (3) Donald G. Kempf signed a Delegation of Authority as of
February 23, 2000, which authorized Dennine Bullard to
sign reports to be filed under Section 13 and 16 of the
Securities Exchange Act of 1934 on behalf of the

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Corporation. Such authorization is in full force and effect as of this date.

IN WITNESS WHEREOF, I have hereunto set my name and affixed the seal of the Corporation as of the 5th day of February, 2003.

Charlene R. Herzer
Assistant Secretary