CADIZ INC
Form 4
January 25, 2006

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
**Washington, D.C. 20549**

OMB APPROVAL

| | |
|---|---|
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MORGAN STANLEY

(Last) (First) (Middle)

1585 BROADWAY

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CADIZ INC [CDZI]

3. Date of Earliest Transaction (Month/Day/Year)
06/03/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ 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) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock (1) (2) | 06/03/2005 | | P | | 700 | A | $ 16.96 | 1,268,087 | D | |
| Common Stock (1) (2) | 06/08/2005 | | P | | 400 | A | $ 17 | 1,268,487 | D | |
| Common Stock (1) (2) | 06/09/2005 | | P | | 500 | A | $ 16.9 | 1,268,987 | D | |
| Common Stock (1) (2) | 06/13/2005 | | P | | 1,900 | A | $ 17.02 | 1,270,887 | D | |
| Common Stock (1) (2) | 06/14/2005 | | P | | 500 | A | $ 17.15 | 1,271,387 | D | |
| | 06/16/2005 | | P | | 4,400 | A | | 1,275,787 | D | |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Common Stock (1) (2) | | | | | $ 17.02 | | |
| Common Stock (1) (2) | 06/16/2005 | P | 1,000 | A | $ 17.52 | 1,276,787 | D |
| Common Stock (1) (2) | 06/17/2005 | P | 2,000 | A | $ 17.57 | 1,278,787 | D |
| Common Stock (1) (2) | 06/17/2005 | P | 1,000 | A | $ 18.05 | 1,279,787 | D |
| Common Stock (1) (2) | 06/20/2005 | P | 5,966 | A | $ 17.56 | 1,285,753 | D |
| Common Stock (1) (2) | 06/21/2005 | P | 4,519 | A | $ 17.64 | 1,290,272 | D |
| Common Stock (1) (2) | 06/23/2005 | P | 5,600 | A | $ 16.9 | 1,295,872 | D |
| Common Stock (1) (2) | 06/23/2005 | P | 10,200 | A | $ 16.79 | 1,306,072 | D |
| Common Stock (1) (2) | 06/24/2005 | P | 1,200 | A | $ 17.3 | 1,307,272 | D |
| Common Stock (1) (2) | 06/27/2005 | P | 4,700 | A | $ 16.98 | 1,311,972 | D |
| Common Stock (1) (2) | 06/27/2005 | P | 9,399 | A | $ 16.85 | 1,321,371 | D |
| Common Stock (1) (2) | 06/28/2005 | P | 2,300 | A | $ 17.48 | 1,323,671 | D |
| Common Stock (1) (2) | 06/30/2005 | P | 100 | A | $ 18.2 | 1,323,771 | D |
| Common Stock (1) (2) | 07/05/2005 | P | 6,300 | A | $ 18.56 | 1,330,071 | D |
| Common Stock (1) (2) | 07/06/2005 | P | 500 | A | $ 18 | 1,330,571 | D |
| Common Stock (1) (2) | 07/08/2005 | P | 500 | A | $ 18 | 1,331,071 | D |
| Common Stock (1) (2) | 07/08/2005 | P | 500 | A | $ 18 | 1,331,571 | D |
| Common Stock (1) (2) | 07/18/2005 | P | 200 | A | $ 17.9 | 1,331,771 | D |
| Common Stock (1) (2) | 07/29/2005 | P | 11,456 | A | $ 17.26 | 1,343,227 | D |
| Common Stock (1) (2) | 08/02/2005 | P | 70,000 | A | $ 16.05 | 1,413,227 | D |
| | 08/03/2005 | P | 2,700 | A | | 1,415,927 | D |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Common Stock (1) (2) | | | | | | $ 17.14 | | |
| Common Stock (1) (2) | 08/04/2005 | | P | 400 | A | $ 16.05 | 1,416,327 | D |
| Common Stock (1) (2) | 08/05/2005 | | P | 4,000 | A | $ 16.35 | 1,420,327 | D |
| Common Stock (1) (2) | 08/05/2005 | | P | 3,000 | A | $ 16.39 | 1,423,327 | D |
| Common Stock (1) (2) | 08/05/2005 | | S | 10,000 | D | $ 16.95 | 1,413,327 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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**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. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

## Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| MORGAN STANLEY<br>1585 BROADWAY<br>NEW YORK, NY 10036 | | X | | |

## Signatures

Morgan Stanley, By: /s/ Dennine Bullard, Executive Director

01/25/2006

**Signature of Reporting Person | Date

| | |
|---|---|
| Morgan Stanley & Co. International Limited, By: /s/ R. Derek Bandeen, Managing Director | 01/25/2006 |
| **Signature of Reporting Person | Date |

# Explanation of Responses:

* 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).

**(1)** This Form 4 is being filed by more than one reporting person. Morgan Stanley & Co. International Limited is a wholly owned subsidiary of Morgan Stanley. All shares held directly by Morgan Stanley & Co. International Limited are held indirectly by Morgan Stanley.

**(2)** The reporting persons have disgorged to the issuer $114,358.20 in short-swing profits as a consequence of the transactions reported on the Form 4s dated 1/25/2006 pursuant to section 16(b) of the Exchange Act of 1934.

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