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 (Amendment No. 2)		
		RADIO ONE INC		
		(Name of Issuer) Common Stock		
		le of Class of Secu	 rities)	
		75040P108		
		(CUSIP Number)		· -
		December 31, 2004	4	
(Date	Of Event wh	nich Requires Filing	of this Statemer	 nt)
Check the following	ng box if a	fee is being paid w	with this stateme	ent [].
initial filing on	this form w t amendment	page shall be filled with respect to the s containing informati or cover page.	subject class of	securities, and
to be "filed" for 1934 ("Act") or or	the purpose therwise sub	the remainder of this e of Section 18 of the ject to the liability other provisions of t	he Securities Ex ties of that sect	change Act of tion of the Act
CUSIP No. 75040P10	98	13G	Page 2	2 of 8 Pages
1. NAME OF REI S.S. OR I.I		SON(S) FICATION NO. OF ABOVE	E PERSON(S)	
Morgan Sta IRS # 39				
2. CHECK THE	APPROPRIATE	BOX IF A MEMBER OF A	A GROUP*	
			(a) (b)	
3. SEC USE ON				
		OF ORGANIZATION		
The state (of organizat	ion is Delaware.		
NUMBER OF SHARES	5. SOLE V 3,314,	OTING POWER		
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6. SHARED	O VOTING POWER		
		OISPOSITIVE POWER		,
	3,314,	169		

9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	3,314,169
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	12.9%
12.	TYPE OF REPORTING PERSON*
	IA, CO, HC
	*SEE INSTRUCTIONS BEFORE FILLING OUT!

3,303,886

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

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

12.9%

12. TYPE OF REPORTING PERSON*

*SEE INSTRUCTIONS BEFORE FILLING OUT!

IA, CO

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.

Inapplicable

- 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.
- 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.

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, 2005

Signature: /s/ Dennine Bullard

Name/Title Dennine Bullard /Executive Director, Morgan Stanley & Co. Inc.

MORGAN STANLEY

Date: February 15, 2005

Signature: /s/ Jonathan Barton

Name/Title Jonathan Barton /Managing Director, Morgan Stanley Capital

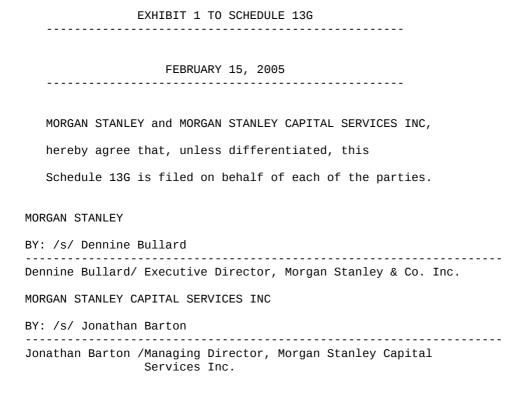
Services Inc.

MORGAN STANLEY CAPITAL SERVICES INC

	INDEX TO EXHIBITS		
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).

EX-99 JOINT FILING AGREEMENT



EX-99.1 SECRETARY'S CERTIFICATE

EXHIBIT 2

MORGAN STANLEY

SECRETARY'S CERTIFICATE

I, Charlene R. Herzer, a duly elected and acting 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 Corporation. Such authorization is in full force and efect as of this date.

IN WITNESS WHEREOF, I have hereunto set my name and affixed the seal of the Corporation as of the 3rd day of February, 2005.

Charlene R. Herzer Assistant Secretary