

Constant Contact, Inc.
Form 4
October 11, 2007

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

2. Issuer Name and Ticker or Trading Symbol
Constant Contact, Inc. [CTCT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1585 BROADWAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/09/2007

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

NEW YORK, NY 10036

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership: Indirect Beneficial Ownership (Instr. 4)		
Common Stock	10/09/2007		C	V	4,430,242	A	\$ 0	4,653,883 <u>(1)</u>	D <u>(2)</u> <u>(3)</u>

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Redeemable Convertible Preferred Stock	(4)	10/09/2007		C	382,353 (5)	(4) (4)	(4) (4)	Common Stock	497, (6)
Series B Redeemable Convertible Preferred Stock	(4)	10/09/2007		C	2,752,997 (7)	(4) (4)	(4) (4)	Common Stock	3,578 (8)
Series C Redeemable Convertible Preferred Stock	(4)	10/09/2007		C	272,532 (9)	(4) (4)	(4) (4)	Common Stock	354, (10)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036		X		
MORGAN STANLEY DEAN WITTER VENTURE INVESTORS IV LP 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020		X		
MORGAN STANLEY DEAN WITTER VENTURE OFFSHORE INVESTORS IV LP 1585 BROADWAY NEW YORK, NY 10036		X		
MORGAN STANLEY DEAN WITTER VENTURE PARTNERS IV L P 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020		X		
MSDW Venture Partners IV, Inc. 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020		X		
		X		

MSDW Venture Partners IV, LLC
 1221 AVENUE OF THE AMERICAS
 NEW YORK, NY 10020

Signatures

/s/ Chris O'Dell
 10/11/2007

Signature of Reporting Person Date

/s/ Debra Abramovitz
 10/11/2007

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) Consists of 4,029,230 shares held directly by Morgan Stanley Dean Witter Venture Partners IV, L.P. ("MSVP IV, LP"), 467,454 shares held directly by Morgan Stanley Dean Witter Venture Investors IV, L.P. ("MSVI IV, LP") and 157,195 shares held directly by Morgan Stanley Dean Witter Venture Offshore Investors IV, L.P. ("MSVOI IV, LP" and, together with MSVP IV, LP and MSVI IV, LP, the "Partnerships"). MSDW Venture Partners IV, LLC (the "General Partner") is the general partner of each of the Partnerships. MSDW Venture Partners IV, Inc. (the "Member") is the managing member of the General Partner and a wholly-owned subsidiary of Morgan Stanley. The Reporting Person, the Member and the General Partner each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein.
 - (2) Please see attached Joint Filer Information. The Reporting Person is filing solely in its capacity as parent of an indirect beneficial owner of securities held by one of its business units.
 - (3) Except for MSDW Venture Partners IV, LLC, MSDW Venture Partners IV, Inc. and Morgan Stanley who hold the securities indirectly through the Partnerships.
 - (4) Each share of Redeemable Convertible Preferred Stock represented herein immediately converted into 1.3 shares of Common Stock of the Issuer upon the closing of the Issuer's initial public offering on October 9, 2007.
 - (5) Consists of 331,033 shares held directly by MSVP IV, LP, 38,405 shares held directly by MSVI IV, LP and 12,915 shares held directly by MSVOI IV, LP. The Reporting Person, the Member and the General Partner each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein.
 - (6) Consists of 430,342 shares held directly by MSVP IV, LP, 49,926 shares held directly by MSVI IV, LP and 16,789 shares held directly by MSVOI IV, LP. The Reporting Person, the Member and the General Partner each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein.
 - (7) Consists of 2,383,483 shares held directly by MSVP IV, LP, 276,523 shares held directly by MSVI IV, LP and 92,990 shares held directly by MSVOI IV, LP. The Reporting Person, the Member and the General Partner each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein.
 - (8) Consists of 3,098,534 shares held directly by MSVP IV, LP, 359,479 shares held directly by MSVI IV, LP and 120,887 shares held directly by MSVOI IV, LP. The Reporting Person, the Member and the General Partner each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein. Because the Issuer determines the conversion of preferred shares on a per shareholder basis after aggregating each class of Preferred Stock held by each shareholder, the total amount of Common Stock received is four shares greater than would be determined if the shares were converted on a per-class basis, an immaterial amount.
 - (9) Consists of 235,953 shares held directly by MSVP IV, LP, 27,374 shares held directly by MSVI IV, LP and 9,205 shares held directly by MSVOI IV, LP. The Reporting Person, the Member and the General Partner each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein.
 - (10) Consists of 306,738 shares held directly by MSVP IV, LP, 35,586 shares held directly by MSVI IV, LP and 11,966 shares held directly by MSVOI IV, LP. The Reporting Person, the Member and the General Partner each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein.
 - (11)

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This filing is made to report the conversion of derivative securities, and therefore, per the instructions to Form 4, the price of those derivative securities is not being reported.

Remarks:

Chris O'Dell is signing as authorized signatory for Morgan Stanley.

Debra Abramovitz is signing as Executive Director of MSDW Venture Partners IV, Inc., managing member of the general partner of the Partnerships, for each of these entities.

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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