

Fernandez Henry A
Form 4
February 03, 2012

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fernandez Henry A

(Last) (First) (Middle)

MSCI INC., ONE CHASE
MANHATTAN PLAZA, 44TH FL

(Street)

NEW YORK, NY 10005

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MSCI Inc. [MSCI]

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

02/02/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chairman, CEO and President

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	02/02/2012		A	90,061 (1)	A \$ 0 859,241	D	
Class A Common Stock					500,000	I	By GRAT (2)
Class A Common Stock					53,541	I	By Fernandez 2007 Children's Trust

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Class A Common Stock	7,900	I	By Son
Class A Common Stock	3,625	I	By Son
Class A Common Stock	730	I	By Daughter

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)

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
Fernandez Henry A MSCI INC. ONE CHASE MANHATTAN PLAZA, 44TH FL NEW YORK, NY 10005	X Chairman, CEO and President

Signatures

/s/ Cecilia Aza,
attorney-in-fact 02/03/2012

**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).

Includes (i) 60,041 restricted stock units (RSUs) vesting and converting to shares at a rate of 33 1/3% on the first, second and third anniversaries of the grant date and (ii) 30,020 performance stock units (PSUs) representing the minimum payout related to the grant of 60,041 PSUs subject to time- and performance-vesting. The PSUs time-vest at a rate of 50% on each of December 31, 2013 and 2014 and

(1) performance-vest (within a range of 50% and 150%) based on the achievement of certain cumulative performance metrics for the 2012 and 2013 fiscal years. The first tranche of PSUs generally converts to shares no earlier than January 1 and no later than March 15, 2014 and the second tranche of PSUs generally converts to shares no earlier than January 1 and no later than March 15, 2015. Each RSU and PSU represents a contingent right to receive one share of MSCI class A common stock.

(2) Mr. Fernandez is trustee and sole annuitant.

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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