

FACTSET RESEARCH SYSTEMS INC
Form 4
December 23, 2002

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

FORM 4

Statement of Changes in Beneficial Ownership

Filed pursuant to section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person:

**Wille, Howard E.
291 Round Hill Road
Greenwich, CT 06831**

2. Issuer Name and Ticker or Trading Symbol:

FactSet Research Systems Inc. (FDS)

3. IRS Number of Reporting Person, if an entity (voluntary)

N/A

4. Statement for Month/Day/Year:

December 19, 2002

5. If Amendment, Date of Original (Month/Year):

N/A

6. Relationship of Reporting Person to Issuer:

Director **Officer (*give title below)** **10% Owner**

Other (specify below)

7. 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 | 2. Transaction Date | 3. Transaction Code | | 4. Securities Acquired (A) or Disposed (D) | | |
|--|---------------------|---------------------|---|--|------------|-------|
| | | Code | V | Amount | (A) or (D) | Price |
| FactSet Research Systems Inc. Common Stock | 12/19/02 | G * | | 1,000,000 | D | N/A |

* Mr. Wille gifted the shares to Wille Family Investors LLC, but retains beneficial ownership of the shares.

5. Amount of Securities Beneficially Owned at End of Month

5,604,520

6. Ownership Form: Direct (D) or Indirect (I)

D

7. Nature of Indirect Beneficial Ownership

N/A

TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date | 4. Transaction Code | | 5. Number of Derivative Securities Acquired (A) or Disposed (D) | |
|---------------------------------|--|---------------------|---------------------|---|---|-----|
| | | | Code | V | (A) | (D) |

6. Date Exercisable and Expiration Date (Month/Day/Year)

N/A

7. Title and Amount of Underlying Securities

N/A

8. Price of Derivative Security

N/A

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9. Number of Derivative Securities Beneficially Owned at End of Month

6,000

10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

D

11. Nature of Indirect Beneficial Ownership

N/A

Explanation of Responses:

Signature of Reporting Person

Date: December 23, 2002

/s/ Howard E. Wille

Howard E. Wille