

FACTSET RESEARCH SYSTEMS INC
 Form 5
 September 18, 2015

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
Walsh Peter G			FACTSET RESEARCH SYSTEMS INC [FDS]	(Check all applicable)
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)
601 MERRITT 7			08/31/2015	Executive Vice President
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting (check applicable line)
NORWALK, CT 06851				<input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person
(City)	(State)	(Zip)		

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
FactSet Common Stock				(A) or (D) Price	21,188 ⁽¹⁾	D	

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

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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 Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 63.09	Â	Â	Â	Â Â	08/31/2015 02/09/2017	FactSet Common Stock
Non-Qualified Stock Option (right to buy)	\$ 94.84	Â	Â	Â	Â Â	11/01/2012 ⁽³⁾ 11/01/2021	FactSet Common Stock
Non-Qualified Stock Option (right to buy)	\$ 92.22	Â	Â	Â	Â Â	11/01/2013 ⁽⁴⁾ 11/01/2022	FactSet Common Stock
Non-Qualified Stock Option (right to buy)	\$ 92.22	Â	Â	Â	Â Â	11/01/2014 ⁽⁵⁾ 11/01/2022	FactSet Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walsh Peter G 601 MERRITT 7 NORWALK,Â CTÂ 06851	Â	Â	Â	Executive Vice President

Signatures

/s/ Peter G. Walsh 09/18/2015

**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) Represents 19,800 privately-held shares of FactSet common stock, 1,331 shares of unvested restricted stock awards and 57 shares held in the FactSet Employee Stock Purchase Plan.
- (2) Represents previously granted stock option awards, which remain outstanding as of September 16, 2015.

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- (3) 20% of these options became exercisable one year after grant date, with all options being exercisable as of September 16, 2015.
- (4) 20% of these options became exercisable one year after grant date. As of September 16, 2015, 9,204 are exercisable.
- (5) 40% of these options became exercisable two years after grant date. As of September 16, 2015, 2,943 are exercisable.

^

Remarks:

On^ March^ 16,^ 2015,^ Peter^ Walsh^ stepped^ down^ from^ his^ position^ as^ Chief^ Operating^ Officer^ and^

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

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