

MSCI Inc.  
Form 4  
November 16, 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 \*  
Retelny Gary

(Last) (First) (Middle)

MSCI INC., 88 PINE STREET

(Street)

NEW YORK, NY 10005

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MSCI Inc. [MXB]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/14/2007

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)  
Head of Strategy&Business Dev

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 (Instr. 4) |             |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------------|
|                                     |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |             |
| Class A Common Stock <sup>(1)</sup> | 11/14/2007                           |  | A                              |   | 179,166   | A  | \$ 0 179,166                      | D           |
| Class A Common Stock                | 11/14/2007                           |  | J <sup>(2)</sup>               |   | 43,800  | A  | \$ 18 222,966                     | D           |
| Class A Common Stock                | 11/14/2007                           |  | J <sup>(2)</sup>               |   | 14,000  | A  | \$ 18 14,000                      | I By spouse |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount of Number of Shares                              |
| Option to purchase Class A Common Stock    | \$ 18  | 11/14/2007                           |  | A                              | 144,105   | (3) 11/14/2017   | Class A Common Stock 144,105                                  |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                                 |       |
|---|---------------|-----------|---------------------------------|-------|
|   | Director      | 10% Owner | Officer                         | Other |
| Retelny Gary<br>MSCI INC.<br>88 PINE STREET<br>NEW YORK, NY 10005 |               |           | Head of Strategy & Business Dev |       |

## Signatures

/s/ Gary Retelny 11/16/2007  
 \*\*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) Restricted stock units vesting over a four-year period, with 50% vesting on November 14, 2009, 25% vesting on November 14, 2010 and 25% vesting on November 14, 2011.
- (2) Purchase of shares in Issuer's directed share program in connection with its initial public offering.
- (3) Options to purchase Class A Common Stock vesting over a four-year period, with 50% vesting on November 14, 2009, 25% vesting on November 14, 2010 and 25% vesting on November 14, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.