

MSCI Inc.
Form 4
February 10, 2016

FORM 4

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

OMB APPROVAL

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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 *
Fernandez Henry A

(Last) (First) (Middle)

MSCI INC., 7 WORLD TRADE CENTER, 250 GREENWICH ST

(Street)

NEW YORK, NY 10007

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2016

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)
Common Stock	02/08/2016		A	(A) or (D) V Amount 29,551 (1)	\$ 0 1,282,788	D	
Common Stock	02/08/2016		A	(A) or (D) V Amount 29,549 (2)	\$ 0 1,312,337	D	
Common Stock	02/08/2016		F	(A) or (D) V Amount 16,484 (3)	\$ 63.16 1,295,853	D	
Common Stock	02/09/2016		G	V 87,756	\$ 0 0 (4)	I	By 2012 GRAT (5)
Common Stock	02/09/2016		G	V 87,756	\$ 0 314,479 (4)	I	By Fernandez 2007

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).
Number of shares of common stock issued following the vesting of performance stock units ("PSUs") on January 28, 2014, upon certification by the MSCI Inc. Compensation Committee of the achievement of certain cumulative performance metrics for the 2014 and 2015 fiscal years.
- (1) Stock units vesting on December 31, 2016. Each stock unit represents a contingent right to receive one share of common stock.
- (2) Represents shares reacquired by MSCI Inc. to satisfy tax withholding obligations in connection with the vesting and conversion to shares of 29,551 PSUs.
- (3) Amount reflects the distribution and transfer on February 9, 2016 of 87,756 shares from the 2012 GRAT to the Fernandez 2007 Children's Trust.
- (4) The Reporting Person 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. 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.