

Berman Marc Ethan
Form 4
April 26, 2010

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Berman Marc Ethan

(Last) (First) (Middle)

C/O RISKMETRICS GROUP,
INC., ONE CHASE MANHATTAN
PLAZA, 44TH FLOOR

(Street)

NEW YORK, NY 10005

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
RiskMetrics Group Inc [RISK]

3. Date of Earliest Transaction
(Month/Day/Year)
04/22/2010

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)

Chief Executive Officer

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock, Par Value \$0.01	03/16/2010		G	V	1,400,000 ⁽¹⁾	D	\$ 0	3,576,960	D
Common Stock, Par Value \$0.01	04/22/2010		M		125,000	A	\$ 2	3,701,960	D
Common Stock, Par Value	04/22/2010		M		125,000	A	\$ 2	3,826,960	D

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\$0.01

Common Stock, Par Value	04/22/2010	M	1,250,000	A	\$ 2	5,076,960	D
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\$0.01

Common Stock, Par Value	04/22/2010	M	62,500	A	\$ 4.8	5,139,460	D
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\$0.01

Common Stock, Par Value	04/22/2010	M	500	A	\$ 17.5	5,139,960	D
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\$0.01

Common Stock, Par Value						981,300	I	See Footnote (2)
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\$0.01

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Options (Right to Buy)	\$ 2	04/22/2010		M	125,000	12/31/2004	12/31/2011	Common Stock	125,
Stock Options (Right to Buy)	\$ 2	04/22/2010		M	125,000	12/31/2005	12/31/2012	Common Stock	125,
Stock Options (Right to Buy)	\$ 2	04/22/2010		M	1,250,000	(3)	12/31/2012	Common Stock	1,250

Stock Options (Right to Buy)	\$ 4.8	04/22/2010	M	62,500	<u>(4)</u>	12/31/2014	Common Stock	62,500
Stock Options (Right to Buy)	\$ 17.5	04/22/2010	M	500	01/24/2008	01/24/2018	Common Stock	500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Berman Marc Ethan C/O RISKMETRICS GROUP, INC. ONE CHASE MANHATTAN PLAZA, 44TH FLOOR NEW YORK, NY 10005	X	X	Chief Executive Officer	

Signatures

/s/ Steven Friedman, by power of attorney 04/26/2010

__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) This transaction reflects a gift of securities by the reporting person to a charitable organization.

Includes 977,100 shares held in an irrevocable trust for the benefit of the reporting person's children created on August 18, 2000. The reporting person's wife and father are the trustees of the irrevocable trust. Also includes an aggregate of 4,200 shares of common stock held in irrevocable trusts established for the benefit of the reporting person's children on December 20, 2007. The reporting person's father is the trustee of each of the irrevocable trusts.

(3) Options granted on December 31, 2002, all of which vested on or prior to December 31, 2006.

(4) Options granted on December 31, 2004, all of which vested on or prior to December 31, 2008.

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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