

MSCI Inc.  
Form 3  
April 30, 2008

**FORM 3**

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Â CAPITAL GROUP  
INTERNATIONAL INC

(Last) (First) (Middle)

CAPITAL GROUP  
INTERNATIONAL, INC,Â 333  
S. HOPE STREET

(Street)

LOS  
ANGELES,Â CAÂ 90071-1406

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)  
11/14/2007

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

4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)

5. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting  
Person  
\_\_\_\_ Form filed by More than One  
Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

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

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security  
(Instr. 4)

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

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

4. Conversion  
or Exercise  
Price of  
Derivative

5. Ownership  
Form of  
Derivative  
Security:

6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Class B Common Stock	Â (1)(2)	Â (1)(2)	Class A Common Stock	2,861,235.21	\$ (1) (2)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAPITAL GROUP INTERNATIONAL INC CAPITAL GROUP INTERNATIONAL, INC 333 S. HOPE STREET LOS ANGELES,Â CAAÂ 90071-1406	Â	Â X	Â	Â

## Signatures

Peter C. Kelly,  
Secretary

04/30/2008

Signature of Reporting  
Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The Class B Common Stock is convertible at any time at the holder's option on a one-for-one basis into Class A Common Stock and has no expiration date. The Class B Common Stock is automatically converted into Class A Common Stock upon any sale by the reporting person to any party other than Capital Group International, Inc., or its subsidiaries or affiliates. Class B Common Stock generally has identical rights as Class A Common Stock, except that holders of Class A Common Stock are entitled to one vote per share while holders of Class B Common Stock are entitled to five votes per share on matters to be voted on by shareholders with certain exceptions.

Immediately after the pricing of the Issuer's initial public offering ("IPO") of its class A common stock, par value \$.01 per share (the "Class A Common Stock"), the Issuer amended its certificate of incorporation. The amendment and restatement, among other things, (i) created two new classes of stock, the Class A Common Stock and the class B common stock, par value \$.01 per share (the "Class B Common Stock"), which generally is convertible into Class A Common Stock on a one-for-one basis and (ii) reclassified each of the Issuer's then-outstanding shares of common stock, par value \$1.00 per share (the "Common Stock") into 2,861.235208 shares of Class B Common Stock (the "Reclassification").

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.