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Brierwood D Form 4	avid C									
December 16	5, 2011									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB APPROVAL OMB 3235-028 Number:	
Check thi if no long subject to Section 1 Form 4 or Form 5 obligation may cont <i>See</i> Instru 1(b).	6. r Filed p inue.	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 20(b) of the Investment Company Act of 1940								
(Print or Type F	Responses)									
Brierwood David C Symbol			Symbol	ssuer Name and Ticker or Trading ool CI Inc. [MSCI]				5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)		Earliest Tr	-			(Chec	k all applicable)
MSCI INC.,	ONE CHASE AN PLAZA, 4		(Month/D 12/14/20	ay/Year)				Director X_ Officer (give below) Chief (Owner er (specify er
				endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
NEW YORI	K, NY 10005							Form filed by M Person		
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Executio any	ned n Date, if Day/Year)	3. Transactic Code (Instr. 8) Code V	(Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Class A Common Stock	12/14/2011			F	3,683 (1)	D	\$ 31.83	810,835	D	

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. 7. Title and 8. Price of 2. 4. 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amount of Derivative Security or Exercise any Code of (Month/Day/Year) Underlying Security Price of (Month/Day/Year) (Instr. 8) (Instr. 5) (Instr. 3) Derivative Securities Derivative Securities (Instr. 3 and 4) Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Amount or Expiration Date Title Number Exercisable Date of Code V (A) (D) Shares

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Brierwood David C MSCI INC. ONE CHASE MANHATTAN PLAZA, 44TH FL NEW YORK, NY 10005			Chief Operating Officer				
Signatures							
/s/ Cecilia Aza, 12/16/2011							

Attorney-in-fact Date

**Signature of Reporting Person

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).
- Represents shares reacquired by MSCI to satisfy tax withholding obligations in connection with the vesting and conversion to shares of (1)6,536 and 545 restricted stock units granted to the Reporting Person on December 14, 2010 and January 11, 2011, respectively.

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.

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