

MSCI Inc.
Form 4
May 26, 2015

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)

05/21/2015

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	05/21/2015		M	158,401	A \$ 36.7	1,220,414	D
Common Stock	05/21/2015		M	569,720	A \$ 18	1,790,134	D
Common Stock	05/21/2015		F	519,101 (1)	D \$ 63.01	1,271,033	D
Common Stock						122,651	I By 2012 GRAT (2)
Common Stock						226,723	I By Fernandez 2007

				Children's Trust
Common Stock		7,900	I	By Son
Common Stock		3,625	I	By Son
Common Stock		730	I	By Daughter

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

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SEC 1474
(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 or Number of Shares
Option to purchase common stock	\$ 36.7	05/21/2015		M	158,401	⁽³⁾ 12/14/2020	Common Stock 158,401
Option to purchase common stock	\$ 18	05/21/2015		M	569,720	⁽⁴⁾ 11/14/2017	Common Stock 569,720

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Fernandez Henry A MSCI INC. 7 WORLD TRADE CENTER, 250 GREENWICH ST NEW YORK, NY 10007	X Chairman, CEO and President

Signatures

/s/ Cecilia Aza,
attorney-in-fact

05/26/2015

__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).

Represents shares of MSCI Inc. common stock underlying the stock options withheld by MSCI Inc. on exercise (i) as payment of the

(1) applicable exercise price of the stock options pursuant to the applicable stock option award agreement and (ii) to satisfy the applicable tax withholding requirement arising from the exercise of the stock options.

(2) The Reporting Person is trustee and sole annuitant.

Options to purchase 208,175 shares of MSCI Inc. common stock granted on December 14, 2010, subject to time-vesting and price-vesting conditions. Tranches in the amount of 54,935 options, 52,631 options and 50,835 options time-vested on December 14, 2012, December 14, 2013 and December 14, 2014, respectively. The final tranche in the amount of 49,774 options will time-vest on December 14, 2015.

(3) The time-vested option tranches price-vested on December 9, 2013, December 2, 2014 and February 6, 2015, respectively. The final tranche will price-vest if the closing price of MSCI Inc. common stock satisfies the price target of \$56.70 for 20 consecutive days following the time-vesting date and prior to the expiration date.

(4) Options to purchase 569,720 shares of MSCI Inc. common stock granted on November 14, 2007, which vested 50% on November 14, 2009 and 25% on November 14 of each of 2010 and 2011.

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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