

MSCI Inc.
Form 5
February 10, 2016

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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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1. Name and Address of Reporting Person *
Fernandez Henry A

(Last) (First) (Middle)

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

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2015

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 Reporting

(check applicable line)

NEW YORK, NY 10007

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/29/2015	Â	G	Amount 12,000 (1) D \$ 0	1,271,812 (2)	D	Â
Common Stock	05/29/2015	Â	G	4,700 (1) D \$ 0	1,271,812 (2)	D	Â
Common Stock	05/29/2015	Â	G	3,000 (1) D \$ 0	1,271,812 (2)	D	Â
Common Stock	Â	Â	Â	Â Â Â	87,756 (2)	I	By 2012 GRAT (3)

Common Stock	Â	Â	Â	Â	Â	Â	226,723 ⁽²⁾	I	By Fernandez 2007 Children's Trust
Common Stock	Â	Â	Â	Â	Â	Â	7,900 ⁽²⁾	I	By Son

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)	8. Price of Derivative Security (Instr. 5)	9. of D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title or Number of Shares	

Reporting Owners

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

Signatures

/s/ Cecilia Aza, 02/10/2016
attorney-in-fact

**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)

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Charitable gift to an educational institution on behalf of the Reporting Person effected pursuant to a 10b5-1 trading plan adopted by the Reporting Person on June 5, 2014.

(2) The reported shares reflect ownership as of December 31, 2015.

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

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.