MSCI Inc. Form 4 February 10, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading Fernandez Henry A Symbol MSCI Inc. [MSCI] (Last) (First) (Middle) 3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

MSCI INC., 7 WORLD TRADE

(Street)

(Month/Day/Year) 02/08/2016

X Director 10% Owner Other (specify X_ Officer (give title below)

Chairman, CEO and President

CENTER, 250 GREENWICH ST

4. 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

NEW YORK, NY 10007

(City)	(State)	(Zip) Tab	le I - N	on-I	Derivative	Secur	ities Acq	uired, Disposed o	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.		4. Securit on(A) or Dis (Instr. 3, 4	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	or (D)	Price	(Instr. 3 and 4)	(111341. 1)	
Common Stock	02/08/2016		A		29,551 (1)	A	\$ 0	1,282,788	D	
Common Stock	02/08/2016		A		29,549 (2)	A	\$ 0	1,312,337	D	
Common Stock	02/08/2016		F		16,484 (3)	D	\$ 63.16	1,295,853	D	
Common Stock	02/09/2016		G	V	87,756	D	\$ 0	0 (4)	I	By 2012 GRAT (5)
Common Stock	02/09/2016		G	V	87,756	A	\$ 0	314,479 (4)	I	By Fernandez 2007

				Children's Trust				
Common Stock	7,900)	I	By Son				
Common Stock	3,625	5	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.								
	Persons who respond to t information contained in t		SEC 1474 (9-02)					

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
				Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

/s/ Cecilia Aza,

attorney-in-fact

Reporting Owner Name / Address	Relationships					
FS	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						

02/10/2016

**Signature of Reporting Person Date

Reporting Owners 2

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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).
- Number of shares of common stock issued following the vesting of performance stock units ("PSUs") on January 28, 2014, upon
- (1) certification by the MSCI Inc. Compensation Committee of the achievement of certain cumulative performance metrics for the 2014 and 2015 fiscal years.
- (2) Stock units vesting on December 31, 2016. Each stock unit represents a contingent right to receive one share of common stock.
- (3) Represents shares reacquired by MSCI Inc. to satisfy tax withholding obligations in connection with the vesting and conversion to shares of 29,551 PSUs.
- (4) Amount reflects the distribution and transfer on February 9, 2016 of 87,756 shares from the 2012 GRAT to the Fernandez 2007 Children's Trust.
- (5) The Reporting Person is trustee and sole annuitant.

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.