

MSCI Inc.
Form 4
May 26, 2015

FORM 4

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

OMB APPROVAL

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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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| 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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(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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