

Fernandez Henry A  
 Form 4  
 January 12, 2011

**FORM 4**

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

OMB APPROVAL

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

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

(Print or Type Responses)

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

(Last) (First) (Middle)  
 MSCI INC., 88 PINE STREET  
 (Street)

NEW YORK, NY 10005

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 01/10/2011

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 (A) or (D) Price		
Class A Common Stock	01/10/2011		F		21,306 (1) \$ 38.64	D	
Class A Common Stock	01/11/2011		A		6,569 (2) \$ 0	D	
Class A Common Stock					500,000	I	By GRAT (3)
Class A Common Stock					53,541	I	By Fernandez

Edgar Filing: Fernandez Henry A - Form 4

Stock						2007 Children's Trust
Class A Common Stock		3,000	I			By Son
Class A Common Stock		3,000	I			By Son

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.** 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fernandez Henry A MSCI INC. 88 PINE STREET NEW YORK, NY 10005	X		Chairman, CEO and President	

## Signatures

/s/ Henry A.  
Fernandez

01/12/2011

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).
- (1) Represents shares reacquired by MSCI to satisfy tax withholding obligations in connection with the vesting and conversion to shares of 43,463 restricted stock units (RSUs) granted to the Reporting Person on December 17, 2008.  
  
Includes (i) 5,176 RSUs vesting at a rate of 33 1/3% on the first, second and third anniversaries of the grant date and (ii) 1,393 performance stock units (PSUs) representing the minimum payout related to the grant of 2,787 PSUs subject to time-vesting and performance vesting. The PSUs time-vest at a rate of 50% on each of December 31, 2012 and 2013 and performance-vest (within a range of 50% and 150%) based on the achievement of certain cumulative performance metrics for the 2011 and 2012 fiscal years. The two tranches of PSUs convert no earlier than January 1 and no later than March 15 of 2013 and 2014, respectively. Each RSU and PSU represents a contingent right to receive one share of MSCI class A common stock.
- (2)
- (3) Mr. Fernandez 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.