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MSCI Inc.

May 02, 2014 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 TATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Sec instruction 30(h) of the Investment Company Act of 1940 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person (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 (Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person (Month/Day/Year) (Check all applicable) (Check A	Form 4											
Check this box if no longer subject to subject to subject to subject to subject to section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES OMB Number: 2002 Section 16. Statement of changes in section 16(a) of the Securities Exchange Act of 1934. form 4 or Form 5 Section 16. Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934. Statemated average burden hours per response Statemated average burden hours per response 1. Name and Address of Reporting Person [*] . 2. Issuer Name and Ticker or Trading Symbol MSCI Inc. [MSCI] 5. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 5. Relationship of Reporting Person(s) to Issuer MSCI INC., 7 WORLD TRADE CENTER, 250 GREENWICH STREET 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) - V. Form filed by More than One Reporting Person - Form filed by More than One Reporting Person - Form filed by More than One Reporting Person - Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Polyseed of, or Beneficially Owned - Form filed by More than One Reporting Person 5. Amount of Security 6. Numer of Ownership Indirect (Di or Ownership Poly (Month/Day/Year)		4										
OMB 3235-028 Washington, D.C. 20549 Number: January 31 Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Expires: 200 Section 16. SECURITIES 200 Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Expires: 200 May continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Investment Company Act of 1940 I(b). (Print or Type Responses) 1. Name and Address of Reporting Person 1 2. Issuer Name and Ticker or Trading Symbol S. Relationship of Reporting Person(s) to Issuer MSCI Inc., 7 WORLD TRADE . Jau ary 200 Symbol Investment, Date of Earliest Transaction (Month/Day/Year) Officer (give till — 00% Owner bolw) KEET 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Street form filed by One Reporting Person	FORM	14								OMB AF	PROVAL	
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subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section nay continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 10(b). (Print or Type Responses) 1. Name and Address of Reporting Person [±] . Retelny Gary (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (City) (State) (Zip) NEW YORK, NY 10007 (City) (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date; J. Transaction(A) or Disposed of (D) Securities Acquired, Disposed of (D) Owned (D) or Ownership Following Indirect (D) (Instr. 4) (A) Reported (Instr.										Expires:	January 31, 2005	
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1. Name and Address of Reporting Person	Form 5 obligations may continue.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											
Symbol MSCI Inc. [MSCI] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)	(Print or Type l	Responses)										
(Last) (First) (Middle) 3. Date of Earliest Transaction Image: Construction of the sector of			Person [*]	Symbol			Tradir	ıg	Issuer			
MSCI INC., 7 WORLD TRADE CENTER,, 250 GREENWICH STREET (Month/Day/Year) 04/30/2014	(Last)	(First) (Middle)	3. Date of	f Earliest Ti	ransaction			(Check	c all applicable)	
Filed(Month/Day/Year) Applicable Line) _X_Form filed by One Reporting Person NEW YORK, NY 10007 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Owned 1.Title of Security 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of Instr. 3) (Month/Day/Year) 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of (Instr. 3) (Month/Day/Year) (Instr. 8) (Instr. 8) 5. Amount of 6. 7. Nature of (A) (Instr. 4) (Instr. 4) (Instr. 4) Owned (D) or Ownership (A) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) Reported (Instr. 4)	MSCI INC., 7 WORLD TRADE (Month/I CENTER,, 250 GREENWICH 04/30/2			Month/Day/Year)				XOfficer (give titleOther (specify below)				
NEw TOKK, NT 10007 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of Security 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of (Instr. 3) 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of (Instr. 3) (Month/Day/Year) Execution Date, if any Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Month/Day/Year) (Instr. 8) Owned (D) or Ownership (A) ransaction(s) or (Instr. 4) Transaction(s) Indirect (I) (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 3 and 4) Instr. 4)		(Street)				-			Applicable Line)			
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Or (Instr. 3 and 4)	Security	Security (Month/Day/Year) Execution Date, if (Instr. 3) any			 Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) 			Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership		
					Code V	Amount		Price				
Common $04/30/2014$ A $6,200$ A \$ 0 $102,553$ D Stock (1) A \$ 0 $102,553$ D		04/30/2014			А		А	\$ 0	102,553	D		
Common Stock $04/30/2014$ F $\frac{25,443}{(2)}$ D $\$$ 41.71 77,110D		04/30/2014			F	· ·	D		77,110	D		

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

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 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)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Unde Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Retelny Gary MSCI INC., 7 WORLD TRADE CENTER, 250 GREENWICH STREET NEW YORK, NY 10007			Head of Governance Business					
Signatures								
/s/ Cecilia Aza, attorney-in-fact 05/02/	2014							

**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) Common Stock issued in satisfaction of performance stock units which vested on April 30, 2014.

Represents shares reacquired by MSCI Inc. to satisfy tax withholding obligations in connection with the vesting and conversion to shares on April 30, 2014 of (i) 4,268 restricted stock units granted to the Reporting Person on February 2, 2012, (ii) 8,266 restricted stock units

(2) granted to the Reporting Person on January 29, 2013, (iii) 21,316 restricted stock units granted to the Reporting Person on January 28, 2014, (iv) 5,136 performance stock units granted to the Reporting Person on February 2, 2012 and (v) 12,400 performance stock units granted to the Reporting Person on January 29, 2013.

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.